

KEO6-04

Old Sins Cast Long Shadows

A One-Round D&D® LIVING GREYHAWK™

Keoland Regional Adventure

Version 3.1

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A mysterious summons calls to you and your companions. Every ninety-nine years members of a secret order gather their members to save Keoland from a town long forgotten. Once again Ninety-nine years have passed and now the order finds itself too weak to contain this threat any longer. Desperate times and desperate measures, so the bards say. Prepare to visit a town a town that never was, to confront an evil that may never leave.

A Keoland regional adventure for APLs 8-12, and part one of the *To The Last Man Standing* series.

Note: This adventure will be of particular interest to members of the Silent Ones metaorganization..

Based on the original DUNGEONS & DRAGONS® rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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For questions specific to this document and your region please e-mail your triad point of contact (POC) at keolandpoc@adelphia.net. For LIVING GREYHAWK campaign questions email rpgahq@wizards.com.

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Most likely you ordered this adventure as part of an RPGA even from the RPGA website, or you received it from your senior gamemaster. To play this adventure as part of the LIVING GREYHAWK campaign—a worldwide, ongoing D&D campaign set in the GREYHAWK setting—you must sanction it as part of an RPGA event. This event could be as elaborate as a big convention, or as simple as a group of friends meeting at the DM's house.

To sanction an RPGA event, you must be at least a HERALD-LEVEL gamemaster. The person who sanctions the event is called the senior gamemaster, and is in charge of making sure the event is sanctioned before play, runs smoothly on the date sanctioned, and then reported back to the RPGA in a timely manner. The person who runs the game is called the table Dungeon Master (or usually just DM). Sometimes (and almost all the time in the cases of home events) the senior gamemaster is also the table DM. You don't have to be a HERALD-LEVEL GM to run this adventure if you are not the senior GM.

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your LIVING GREYHAWK character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth two (2) points.

This adventure retires from RPGA-sanctioned play on December 31, 2007.

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PLAYERS READ NO FARTHER

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

PREPARING FOR PLAY

To get the most out of this adventure, you need copies of the following D&D books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on

running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in the *Appendices*.

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR).

LIVING GREYHAWK LEVELS OF PLAY

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportionate to the modified average character level of the PCs participating in the adventure. To determine this modified Average Party Level (APL) follow the steps below:

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience and gold a PC can gain at the end of the adventure. If a player character is three character levels or more either higher or lower than the APL at which this adventure is being played, that character receives only one-half of the experience points and gold for the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

Furthermore, a PC who is four or more levels higher than the highest APL supported by the adventure may not play the adventure.

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
7	7	9	10	11	

LIVING GREYHAWK adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them, and fight for them.

TIME UNITS AND UPKEEP

This is a standard one-round Regional adventure, set in Keoland. Characters native to Keoland pay one Time Unit per round, all others pay two Time Units per round.

Adventurer's Standard Upkeep costs 12 gp per Time Unit. Rich Upkeep costs 50 gp per Time Unit. Luxury Upkeep costs 100 gp per Time Unit. Characters that fail to pay at least Standard Upkeep will retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this adventure.

A character who does not pay for at least Standard Upkeep may also avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a Survival check (DC 20), the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

More information about Lifestyle and Upkeep can be found in the "Lifestyle and Upkeep" section of Chapter 3 of the LIVING GREYHAWK Campaign Sourcebook.

ADVENTURE BACKGROUND

The details and workings of the Silent Ones are a true mystery to many of the Keoish. Most Keoish citizens know little to nothing of the group who strives to keep the many evils of the Oerth at bay. The Silent Ones hold almost total power within their mandate for Keoland: to keep evil powers out of the hands of the unwary and to preserve the Kingdom. At times they work together with members of the Knights of the Malagari or the National Academy of Wizardry to accomplish their goals, though these alliances are short lived at best. Only on the direst occasions do they dare involve the class of people known as "adventurers" in their business, but quite frequently these "adventurers" stumble across something the Silent Ones would rather keep from their hands.

Operating from their base at the Silent Tower, the Silent Ones move through Keoland without hindrance. They recover lost artifacts, guide the wayward towards the path of light and guard places of power. One such place of power is Mount Tranquil, within the Barony of Dilwych.

Mount Tranquil is the site of a location that is simultaneously a great victory and a great defeat for the Silent Ones. In the year CY 299, during the reign of Tavish the Great, a horrible fate befell what was then the bustling town of Ultholme, located in what is the modern day Barony of Dilwych.

During this era of Keoish history, Ultholme was a marvel – a community of dwarves and gnomes that was welcomed and accepted by the normally closed-minded people of Keoland. King Tavish specifically set aside the land for their use, and encouraged the peoples who lived in the area to trade with the new community. Though their numbers were small, the craftsmen of Ultholme developed a reputation for the skills of their craft. Such was their skill that the community banded together several of their crafts into the creation of a series of gifts to celebrate the anniversary of Tavish's coronation. The craftsmen of Ultholme created several items, but most noteworthy of them was a greataxe carved of purest crystal and prepared to be imbued with the most powerful of enchantments.

King Tavish awaited receipt of the greataxe, named "Neverfall" by its crafters, with great enthusiasm. He sent a special delegation to escort the craftsmen to Nirole Dra, where he planned a ceremony in their honor. The delegation never returned, never responded to magical summons, and when a second delegation traveled to Ultholme they discovered that the entire town was simply...gone. The Court wizards were unable to determine what happened and the Silent Ones remained...silent.

The fate of Ultholme is tied to the life of several cursed souls, one innocent, one incredibly evil, and one who walks the line between the two.

In the weeks before Neverfall was to be enchanted, the daughter of the duke reached the age of fifteen and asked to be allowed to visit the town (At the time, the Barony of Dilwyth was part of the Duchy of Dorlin, hence the change in titles for the ruler of the land). She was granted her request and quickly became the darling of the town, who took her protection very seriously.

Alas, the enchanting was not to be finished without foul mishap. King Tavish's delegation arrived, but cloaked within their numbers was a follower of Vecna, bent on seizing the opportunity to sow chaos through the land. This follower of Vecna was also a Silent One. His goal was to attract the attention of Vecna by slaughtering the town with black magics and then to strike a bargain with Vecna in the name of the Silent Ones. He was only to be partly successful.

Through secrets lost to magicians in today's Keoland, Neverfall was imbued with a special magic. The magic was such that the first blood spilled on the blade would make the wielder immune to weapons used against him by members of that race and their bloodline, no matter how diluted. The dwarves of Ultholme had meant to share their own blood on the blade as a symbolic gesture to forever seal their fealty to King Tavish. With it in his hands he would be literally invulnerable to much of the dwarven population of the region. Eventually, the wielder could find he was invulnerable to much of the dwarven race.

Seizing an opportunity, the Vecnan in Tavish's entourage ruined the final incantation by taking Neverfall and using it to strike down the Duke's daughter. Enraged, the dwarves of Ultholme killed the entire entourage, uncaring if any of them were innocent or not.

The warping of the magic of Neverfall caused such a disturbance in the weave of Oerth that the Silent Ones responded almost immediately. The first Silent One to arrive was a human mage named Remble. What he found when he arrived was an entire town driven insane by the fouled magics. The buildings themselves were twisted and warped and the town's inhabitants were in a state of frenzy killing each other mindlessly. Remble watched, unable to interfere, believing that he would be able to determine the cause of the horror when the slaughter had finished.

Unfortunately, the slaughter never ended. For a full day Remble watched as the dead rose to kill again and again, sometimes taking the limbs of the fallen and attaching them to their own bodies somehow. The madness was complete, and threatened to spread if any innocent tradesmen passed through the region.

Contacting the leader of the Silent Ones, the Wyrd, Remble and some other assembled Silent Ones hatched a desperate plan: they would assault the town magically in

an attempt to locate the source of the evil and kill it before it could spread. Remble and his colleagues strove against the forces of evil but in the end they were undone. With his companions dead and the evil threatening to spread, Remble performed one last ritual out of desperation. Its goal: to remove Ultholme from Keoland altogether by placing it on its own demiplane.

The only flaw to this plan was that the magic would have to be renewed every 99 years. Now, Ultholme has returned to its location on the Prime Material and the dwindling number and power of the Silent Ones leaves them unable to push it back into the demiplane

ADVENTURE SUMMARY

In Encounter One, the players receive a Letter of Marque from Thaddeus Pliq on behalf of Lord High Baron Draconis Eternal, Malweig I. This letter of Marque details a demand from the Baron that the heroes travel to the town of Ultholme, otherwise known as Mount Tranquil. Heroes can do some mundane investigation into Mount Tranquil and discover that it has no location on any royal charter.

In Encounter Two, the heroes travel to Mount Tranquil via a map supplied for them by Baron Malweig. En route, they encounter some strange phenomenon as they get closer to Mount Tranquil.

In Encounter Three, the heroes enter Mount Tranquil to find that the town is mostly deserted and have a chance to do some exploring.

In Encounter Four, the heroes choose one of two paths through the undercity of Ultholme, and encounter the demented remains of its guardians.

In Encounter Five, the heroes discover the root of the evil surrounding Mount Tranquil. Then they must confront the Silent Ones, who wish the knowledge of their mistakes to remain buried.

PREPARATION FOR PLAY

Ask the heroes to write down their names and any meta-orgs they belong to. If a hero belongs to the Silent Ones metaorganization, prepare **Player Handout Two** for them. Additionally, be prepared for a slightly altered chain of conversation in Encounter Three.

This adventure introduces a splinter group within the Silent Ones. This group is known as the Woestaves, and even players who have a character who is a member of the Silent Ones will be unfamiliar with the position. A Woestave is a position appointed for life directly by the leader of the Silent Ones, the Wyrd, and details duties that even most rank and file Silent Ones are unaware of.

The defining duties of a Woestave are not much different than any other Silent One. What differs is the manner of implementation. Where a "regular" member of the Silent

Ones is required to keep their use of magics hidden and to restrict those magics to non-damaging spells, a Woestave has license to break any of the laws of magic in order to end a threat or secure a dangerous item. Where a Silent One would receive censure for dealing with a demon, feebleminding a noble, or fireballing an Inn, a Woestave would not.

Hence, Woestaves are a powerful force, and there are not very many of them remaining. Since they are often put into the most dangerous positions, they are often killed before reaching advanced age.

In the last several hundred years, the Wyrd has appointed only a handful of Woestaves. Those with knowledge of the woestaves claim that there are always thirteen appointed at a given time, but this is only rumor and speculation.

INTRODUCTION

The players begin the adventure in Nirole Dra. Summoned by a town crier to hear news from the Earldom of Gand, the heroes have their first encounter with the supernatural events that are taking place.

Spring in Nirole Dra dawns crisp and cool. A brilliant azure sky seems to stretch outward for eternity without a cloud to mar it. All throughout the metropolis people are going about the beginnings of their day. Merchants open their businesses while the last of the revelers seek the shelter of their beds. On several street corners pages dressed in the livery of the kingsmen shout out the latest news from across the Kingdom. Normally they would work for individual papers, charging two coppers for a story, but today was a special occasion. This was a royal announcement, and free to all.

A runt of a boy with sandy hair and a face scarred from the aftereffects of some pox flags you down.

"Hail! Hail! News from the corners of the land! Hail! Hail! Royal announcement is as follows! A shrine of all faiths has been constructed and blessed in the Earldom of Gand! By the order of the King, all faiths of goodly intent are welcomed within his shrine, and a shrine commemorating all such faiths will be constructed within Nirole Dra! All interested architects and faiths are requested to make their intent known at the Hall of the Western Lion. Hail! Hail!"

The news is met with a mixture of surprise and warmth. Faiths within Keoland are often at odds, and whatever transpired in the Earldom of Gand to promote such unity must have been tremendous indeed for it to be embraced by the crown and brought to the capitol.

ENCOUNTER 1: JESTERS AND LETTERS

As you and your companions ponder the ramifications of the announcement, another page, this one dressed in yellow and black livery, runs up to you. Smiling a gap toothed smile, he asks.

"Are you (Insert Player Character Name)?"

"Oh, don't bother denying it, I know you are. I just have to ask, you understand? Got a message for you, delivery fee is a silver."

The boy holds out his hand, smiling.

Whether or not the heroes pay the silver, the boy hands them a large parchment tube, finely embroidered and sealed with wax. A **Knowledge (Nobility and Royalty)** check DC: 12 will tell the players that the wax is imprinted with the seal of Barony of Dilwyth. When the heroes open it, give out **Player Handout One**.

The handout details a thinly veiled order to meet with Thaddeus Pliq, High Herald of Dilwyth. The meeting is to take place in a private room at an upper class inn, the Lion's Tooth. Thaddeus wants to meet the heroes that evening, and they are on their own until then.

A **Knowledge (Local, Metaregion 1)** or **Bardic Knowledge DC 10** will allow the players to know that Thaddeus Pliq is a representative of the Barony of Dilwyth to Nirole Dra.

Any hero who wishes to may spend some time using Gather Information to investigate Thaddeus Pliq. A successful check will yield results based on the following chart.

DC 10: Thaddeus Pliq is indeed a Herald, High Herald of Dilwyth and representative of the Baron in Nirole Dra. The Baron of Dilwyth has not sat on council in many years and trusts Thaddeus to administer his interests here wisely.

DC 15: Master Pliq has a reputation as a buffoon, a man who spends more time gambling and entertaining young pages in his apartments than he does engaged in the politics of the capitol.

DC 20: Thaddeus Pliq has recently begun spending a significant amount of time at the royal libraries, although the topic of his research is a closely held secret to him

DC 25: Master Pliq's spending habits have brought him afoul of the law on more than one occasion. He's been accused of cheating in several high stakes card games and has been subsequently banned from those affairs.

The heroes are free to do as they wish within the city until the meeting takes place. As a city of 25,000, Nirole Dra can offer any commodity available in the DMG, per the LGCS.

Should the heroes decide to spurn Master Pliq's invitation, he will arrange to visit them at their place of stay. Adjust his speech accordingly. Should the heroes decide to leave Niola Dra without speaking to Master Pliq, the adventure is over for them.

At the Lion's Tooth:

Entering the Lion's Tooth, you can see that the furnishings are of the highest quality. A well dressed manservant looks you over with an askance eye and his voice drips insolence as he speaks.

"Yes? May I help you, sirrahs?"

The heroes are free to attempt to bluff or bribe their way in, or they can simply show the invitation from Thaddeus. A bribe of five gold pieces or more will buy them passage to the bar and a private dining room, should they wish to look around. A **Bluff** check DC 20 will get the heroes past the doorman without any gold from their purses. The *Lion's Tooth* caters to the upper crust of the capitol, and the heroes are likely out of place, considering the fact that they're probably wearing all their armor and basically looking like they're out on an adventure. Conversation in the dining room will wind down as they enter and a few nervous laughs will be heard, then the upper crust will continue their bantering.

Regardless of their means of entry, eventually the heroes will be noted by the proprietor, a half-elf by the name of Drawl. He will make his way to them, introduce himself, and ask that they follow him to a private room.

Drawl quickly and quietly escorts you through a back hallway and up a flight of stairs. Knocking politely at a closed door, Drawl waits. After a second knock, a high pitched and nasal voice says "Enter!"

Drawl opens the door for you and stands aside.

The interior of the room is very well appointed and large enough to seat ten people. There are several couches around the room and a pair of single chairs set before a large fireplace. A writing desk and a dresser complete the furnishings. A decanter of wine and several glasses sit on the dresser with an assortment of fresh fruits. Seated in one of the chairs facing the heroes is Thaddeus Pliq. He is dressed in a black and yellow ensemble of the finest cut and latest fashion. Thaddeus is of Suel blood with long blonde hair tied into a pair of braids over his shoulders and piercing blue eyes.

Thaddeus is a High Herald and is his Baron's representative to Niola Dra and the council. As such, he has complete autonomy and has as much power as the Baron himself would in matters of state. His voice is high pitched and he is haughty to the extreme. Since his Baron essentially does not care what takes place in Niola Dra, Thaddeus can do and say as he pleases without fear of censure.

As the heroes enter, Thaddeus will clap and smile, then gesture for them to take a seat. When they are

comfortable and partaking of the refreshments, he will speak in his high pitched voice to the heroes.

"Thank you! Thank you for coming. I hope you appreciate the time and effort and considerable funds I've spent getting hold of people of your...fabric. Your reputation as adventuring types precedes you. As you might have surmised, I am High Herald Thaddeus Pliq, servant of the Barony of Dilwych.

I have something for you."

Thaddeus will stand and, with a cup of wine in one hand, open a small chest beside the fireplace. From the chest he takes out several envelopes and hands one to each hero. Contained within each envelope is a Letter of Marque and a map to the town of Ultholme. Pass out **Player Handout Three**.

In the event that one of the heroes is of some social status equivalent or greater to Thaddeus', he will not be so abrupt with the heroes and will commiserate that it is an awfully nasty turn of events they are undergoing. He will point out that the orders are not from him, per se, but actually from the Baron.

This letter of marque is a personal order on behalf of Lord High Baron Draconis Eternal, Malweig I. in the past Baron Malweig has passed out these letters of Marque to adventurers. The Letters of Marque detail some quest or task. Most of these are absurd or impossible tasks set forth in riddles. Very occasionally these letters have actually led to unearthing of great treasures or profound mysteries.

A **Knowledge (Local or Metaregion 1)** check DC: 15 will tell the heroes the basic information about these Letters of Marque. They are legal in Keoland, and are essentially orders, although there has never been a case where someone was brought to trial for avoiding them. With a suitably highly placed patron a recipient of a Letter of Marque could avoid any potential trouble.

This particular Letter of Marque is a directive to travel to the town of Ultholme and retrieve the "Jewel of Dilwych." A reward is promised from the hand of the Baron himself should the heroes be successful.

Thaddeus Pliq will shrug when asked many questions about the contents of the Letter of Marque. He doesn't know anything about the town of Ultholme or this "Jewel" that the Baron asks them to seek out. He is quite amused that the Baron has seen fit to send another group of adventurers out on a wild goose chase. The tales of the groups who survive the Baron's requests are legendary and will only add to Thaddeus' repertoire.

Persistent and street-savvy heroes might ask Thaddeus what he has been researching in the libraries. He will answer (truthfully) that he has been researching details of the Letter of Marque, and that he has been unable to

locate any details about the town of Ultholme or the “Jewel of Dilwyech.”

After answering the heroes with what he knows, Thaddeus will wave them off, telling them that they probably have better things to be doing.

Particularly tenacious heroes will attempt to do some research of their own. However, all of their time will be spent in vain. The map to the town of Ultholme doesn't match anything on any royal map and no record of it exists at all. It appears that the Baron of Dilwyech is sending the heroes off to nothing.

ENCOUNTER 2: THE ROAD TO NOWHEN

This encounter takes place after the heroes prepare their gear and begin the travel to Ultholme. Enterprising heroes may wish to attempt teleportation to Ultholme, but with nothing other than a poor map, they have no chance of success. Any hero foolish enough to force the teleportation issue will automatically receive a result of “Off Target” as detailed in the *Teleport* spell. Other means of quickening travel such as *Wind Walk* or *Overland Flight* will function normally, as they are not dependant on knowing the final location. Regardless of the means of travel the heroes use, they will experience the same disturbances once they reach the outskirts of Ultholme.

Depending on their mode of travel, it will possibly take the heroes several days to reach the location on the map that is denoted as Ultholme. The map they have received indicates that Ultholme is within the Barony of Dilwyech, on the southeastern border shared with the March of Sedenna. No major roads travel to that area of the Barony, it is considered a backwater and is largely unpatrolled by the forces of law within Keoland.

As the heroes approach the location on the map by any means, they will note a marked change in the terrain and visibility. Starting about three miles away from Ultholme the ground will rise steeply and a haze will lie about the land, gradually obscuring visibility to a range of forty feet. The haze is actually smoke venting from massive underground fires started after the disaster of Ultholme perverted the townsfolk. These fires are fueled by massive veins of coal that were worked by the dwarves and gnomes of the town, and the smoke is now being vented out the many airshafts they had built into the hillsides. Any ability that confers the capability to see clearly through smoke will allow the user to see to his normal sight range.

Also, the land itself is unique to Keoland. Keoland is a kingdom with many interesting terrains; however mountains are not one of them. The Good Hills contain the most mountainous terrain within Keoland, and yet those are nothing compared to the path to Ultholme. The

heights Ultholme sits on is at least twice the elevation of the Good Hills, and it is not as if such a formation of stone could have gone unnoticed, even in a backwater of a small Barony.

Once they are within the haze, players will start to experience the Otherworld.

The Otherworld

When Neverfall was corrupted and the magics used to enchant it were unleashed upon the town, horrible changes occurred. The town became twisted and warped, as did its inhabitants. The Silent Ones who responded to the troubled town were able to push the town into a demiplane of its own. An unfortunate side effect of the magics they used is that the town is in a permanent state of flux.

The town vacillates between the normal existence it led on the morning of the corruption of Neverfall, and the demented state it became afterwards. One vision is normal and true, and the other vision is perverse and horrid. For part of the adventure the heroes will travel through the normal version of Ultholme and for part they will be walking through the Otherworld Ultholme. During the duration of the heroes visit to Ultholme, the Otherworld will occasionally “pulse”, turning the regular scenery into a nightmare.

While the heroes are in the normal Ultholme, it demonstrates no special traits other than appearing to be a town that is very out of date. Heroes will recognize the patterns of speech and diction to be antiquated, as well as the cut and fashion of dress. When the Otherworld “pulses”, the entire area will demonstrate the traits of a strongly evil-aligned plane. This means that good aligned heroes will suffer a -2 circumstance penalty on all Charisma checks as well as a -2 circumstance penalty to all Intelligence-based and Wisdom-based checks.

When a pulse overtakes the heroes, they may become confused as to the flow of time. There is no actual time dilation or time change involved in the game mechanics. Spells with a duration still run, et cetera.

Finally, when the Otherworld “pulses”, all color is drained from the heroes' vision. This can be equated to the way darkvision acts and will likely be quite a surprise for many heroes. This is so disorienting that characters that are not acclimated to darkvision through a magical item or natural ability will suffer a -2 circumstance penalty to spot checks.

It will be the heroes' goal to survive the Otherworld and to find a way to either end the corruption of Otherworld or to banish it for another ninety-nine years.

Traveling westward from Niolo Dra has been uneventful. The regrettable downside of traveling to a backwater of a small Barony is that the road structure leaves much to be desired hereabouts. Following that might have once been a grand royal road but is now little more than a dirt trail you have

come through a small forested area. The map you were given now shows you as being less than a day's travel from Ultholme, and Mount Tranquil on which it resides.

Clearing through the last rank of stubborn trees, you can see that the road suddenly widens into a paved path large enough to accommodate at least two wagons passing in each direction. As you move forward on the road you gradually see a haze gathering around you. Within just a few steps on the road you quickly notice a strong incline. Looking onward and upward, the road disappears into the thickening haze.

A **Knowledge (Local or Metaregion 1)** check **DC 15** will let the players know that this terrain is completely unknown in Keoland. Much of the kingdom is rolling prairies or dense forests, mountains of any sort simply do not enter into the picture here. The nearest mountain range of any sort is the Jotens, on the western border of Keoland. Those formidable mountains are many, many miles away.

A **Survival or Craft: Blacksmith** check **DC 15** will tell the heroes that the smoke is definitely from some kind of fire.

After traveling about two miles on the great road:

The haze continues to grow and thicken as you travel the great road. The air itself takes on an acrid tinge and begins to smell like something is aflame. The haze continues to condense until you can see no more than forty feet in any direction. Ahead of you on the side of the road you can see some sort of structure. The sun above continues its steady decline. There are about four hours until sunset.

The structure is a small caretaker's shack on the outskirts of Ultholme's graveyard. As the heroes advance, they will be able to see a large sign situated up the road from the shack. It reads simply "Welcome to Mount Tranquil – Ultholme. Population 383"

The shack is a single room and is unlocked. Within are the tools of a gravedigger: spades, shovels and a large wheelbarrow. There is a table with several stone carving tools for headstones. All of the tools in the shed are serviceable and appear to have seen recent use. Allow the heroes to make either a **Spot** or **Search** check **DC 10 + APL**. Success yields two copper sparrows (coins) that were sitting underneath the tools on the table. A second **Spot** check **DC 10** will allow the heroes to see that the coins are of Keoish make, but bear an unfamiliar face, that of King Tavish. There is no date graven on the coins. Any hero who specifically examines the copper pieces will not need to make the spot check. The coins radiate very faint magic (evocation) because they are designed as burial coins, to rest upon the eyes of the recently deceased. Despite their condition and age, they would not be worth more than the weight of the copper they are minted from.

A **Knowledge (History)** check **DC 15** will allow the heroes to recognize King Tavish as a king of Keoland from several hundred years ago. He was commonly known as one of Keoland's most warlike and imperialistic kings.

The Graveyard is vast and neatly kept. The headstones are in tidy rows and are all made of a dark stone and inlaid with white lettering. Heroes who read the headstones will find that the most recent date is CY 299 and that the oldest is dated CY 185. Despite the ages, none of the "newer" headstones are showing any appreciable signs of age. A hero with **tracking** can make a check **DC 15** and will determine that there appears to have been at least ten humanoid forms moving through the graveyard within the last day, and one large creature.

Finally, the graveyard has one grave prepared for use. On a large stone slab next to an open grave is the obviously dead body of a man in his mid twenties. Dressed in a suit of armor and with a ceremonial sword and shield at his side, the man lies still. A **Heal** check **DC 15** will tell the investigator that the man has died of unseen causes. The body hasn't suffered any sort of serious trauma. A **Spellcraft** check **DC 10 + APL** will tell the player that it was certainly some sort of magical death effect. The headstone reads simply "Neverfall". The grave is empty. Examining the grave proves fruitless, although any hero who is foolhardy enough to jump into the grave will get a sense of foreboding and the AR item **In Your Grave Early**.

If any player takes the copper coins from the caretaker's shed and places them on the eyes of the man, it will have a direct effect on the ensuing encounter. Refer to the setup section for details. If this occurs, it will demonstrate to the players that their actions have repercussions on the Otherworld. The coins will sear into the eyes of the dead man as they are placed. They have no effect on anything living.

When the heroes are done with the graveyard and begin moving towards the town:

Development: Otherworld Pulse

Suddenly, a horrible wailing of horns resounds from all around you. The mists seem to waver and shift, and suddenly the world around you is not as it was. All color leeches from your sight, reducing the world to a monochrome nightmare. The tombstones surrounding you are no longer stone, but jagged spikes of metal upthrust from the ground. The walls of the caretaker's shack are replaced by wrought links of barbed iron strung together. The grass under your feet is now dead and blasted, the earth clearly unsuitable for life.

From the gravesite you see the man sit up and look at you, hunger and hatred glowing in his suddenly enlarged eyes. He rolls off the slab and moves towards you. Amber streaks of color lance from his eyes, the only color in your vision. Like deadly

searchlights, they move along the spiked ground towards you. It is looking for you.

APL 8 (EL10)

➤ **Advanced Evolved (2) Bodak:** hp 84, see Appendix 1

APL 10 (EL11)

➤ **Advanced Evolved (2) Bodak (Large):** hp 127, see Appendix 1

APL 12 (EL 14)

➤ **Advanced Evolved (2) Bodak (Large):** hp 187, see Appendix 1.

Setup: Use **DM AID 2: The Graveyard** as the map for this fight. The Bodak starts at the Bier, the players start at the numbered locations. If any player placed the two copper sparrows (coins) from the caretaker's shed on the eyes of the dead man before the group started to leave the graveyard, the Bodak will suffer. An unknown combination of magics will cause the copper coins to become fused to the Bodak's eyes and cause it damage. Every round, the Bodak will suffer ten points of damage from the searing copper in his eyes. This will not prevent the use of the gaze attack, nor make the save easier.

Tactics: Since the Bodak starts well away from the heroes, it will attempt to close as quickly as possible. The Bodak will attempt to attack the weakest looking hero possible without endangering itself through attacks of opportunity. At APL 8 and 10 the Bodak will use its *cone of cold* ability in the first round, followed up by either a directed death gaze or another cone of cold. At APL 12 the Bodak will use its empower and quicken ability to use *cone of cold* in the first two rounds, while attempting to direct gaze attacks at frail looking heroes.

Note: Because the heroes have had ample time to prepare spells and other measures for themselves, the EL of this encounter has been lowered by 1. As well, be aware that the Bodak has had the Evolved template applied twice, there is only one Bodak.

After combat is resolved, the Otherworld pulse ends.

Just as suddenly as it came, the strange wailing of horns is gone, and the world returns to what you remember. The shack is just a shack and the grass is green and lush. The one difference is that the open grave you saw is now filled in and an old growth of grass covers the gravesite.

As silence once again graces your ears, a light snow starts to fall on you. As it falls upon your faces you feel that it is warm. It smears at your touch and you realize that it is not snow, but rather it is ash. Ash falls from the skies and starts to cover the ground in a light dusting.

The falling ash is a result of the madness that swept over the town. As the townsfolk changed and were engulfed by evil, several of them started fires in the coal veins that run under Mount Tranquil. The ash is a result of the fires as they vent through the air ducts into the mines.

ENCOUNTER 3: A TOWN FORGOTTEN

This encounter takes place as the heroes move into Ultholme.

Ash continues to fall from the sky in silence as you move within sight of Ultholme. Out of the haze you see the shape of several buildings heave into view. The first building you can see clearly appears to be a sturdily build jail, constructed of bright red brickwork. Thick bars are deep set in a trio of windows visible from where you stand. A single door sits slightly open, three steps leading up to it. Ash piles in small snow-like drifts around the stairs. Through the still falling ash you can see more buildings lining what must be the main thoroughfare of the town.

Ultholme was primarily a community of Gnomes, Halflings, and Dwarves. Despite that, there was a sizable human presence here. The Humans typically preferred to live aboveground, the Dwarves belowground, and the Gnomes and Halflings spread out between the two. The Dwarven population is by far the smallest component of the town, the Humans and Gnomes the largest.

Use **DM AID 1: Ultholme Proper** for navigating the important parts of aboveground Ultholme. The buildings of most import are the Jail (Location 1), the Anvilfire Tavern (Location 2), the Sheltered Storm/Raining Blood Inn (Location 3), Church of Pelor (Location 4) and Markham Moneychangers (Location 5). Should the heroes start to wander off away from the center of town, they will find the paths and roadways disappear into sheer drop-offs into nothingness: when Ultholme was ripped from Keoland the surrounding land settled naturally from erosion. There is only one way into or out of Ultholme, the path the heroes took in.

When the heroes move towards or past the jail, Remble will move out and greet them.

The door to the jail opens a crack and a bespectacled human peers out at you. In a low voice, he speaks

"Hurry now! Get out of the street and in here. You've stumbled into a very dangerous spot, you have, and it's safe enough in here. The wards are strongest right after the changes.

Heroes who dawdle or ask for explanations will get an exasperated sigh from Remble, who continues to try and cajole them inside. If the heroes desire to walk around for a bit first, allow them to explore the town, but eventually they will come back to Remble for explanations.

The building is indeed a jail, with thick brickwork walls and solid construction. Once inside, the door shuts behind you. Painted on every wall are a series of geometric lines and patterns. In each of the four corners of the room burn a set of candles set upon a small bronze dish.

The man looks at you and straightens the robes he wears. Upon closer inspection you can see that one of the lenses of his spectacles is broken and dried blood mats the roots of his hair on the right side of his head. Dusting himself off, he sketches a bow and speaks.

“Please accept my apologies for the hasty manner out there. I’m Remble, and you’re new here. Welcome to Mount Tranquil.” He laughs.

Remble, the Woestave

Remble’s appearance in Ultholme is no coincidence. He is a Woestave, one of a special cadre of Silent Ones whose existence remains largely unknown. All Silent Ones are charged with the gathering of dangerous items and protecting the peoples of Keoland, but a special few are given discretion above and beyond the others. These people are called the Woestaves. While not particularly cruel or violent, they are the adepts who the Wyrd relies upon to put down the most dangerous of the threats to Keoland. Remble’s entire group of companions were Woestaves, a gathering of force almost unheard of in Keoland. When they arrived in Ultholme, they were decimated and only Remble survived. He then made a desperate gamble and used the collective magics possessed by his dead companions to push Ultholme off into another dimension.

Allow the heroes to introduce themselves to Remble. Any hero who presents the outward appearance of an arcane spellcaster (robes, spell component pouch, familiar, staff, et cetera) will draw Remble’s eye. He’s expecting reinforcements from the Silent Ones and he’s not sure if the heroes are it.

The inside of the jail appears to be warded with magics. A **Spellcraft** check DC: 15 will tell the hero that the lines and candles are clearly part of some kind of warding designed to keep out external entry. The spell is one of Remble’s devising and exists nowhere else so the heroes will be unable to determine any more details.

“I’m sure you have questions. We all do. Answers are in precious little supply right now. I’ll tell you what I know if you answer my question first.”

Remble pauses, licking his lips anxiously.

“What year is it?”

Remble is testing the waters here. He knows that the spell used to push Ultholme into the pocket dimension is supposed to last ninety-nine years but there is always the possibility of the unforeseen. Time passes much more slowly in Mount Tranquil when it is in the pocket

dimension than it does when it is returned to Oerth, and so Remble is still living with fresh horror in the town.

When the heroes answer him, Remble will sigh and gesture for them to sit.

“This...place that you’ve come to, it’s no longer sane. To me, the events that occurred here are but six months old, but to you they are almost three hundred years old.

The reign I know is the reign of King Tavish. This hill, this town, is well known for its odd culture and inhabitants. Within the area dwell two clans of gnomes and one of dwarves. Several larger families of Halflings call the face of Ultholme their homes dependant upon the season, and as always many men serve as a bridge between all.”

A strange glint enters Remble’s eye.

“I would not normally ask you this, but I have given everything of mine...my family, my freedom and my life to service. I fear my sanity is the last thing I have left, and after six months here I feel that cracking. Tell me, what is the first virtue?”

Remble peers at you, searchingly...hopefully?

Remble is desperate and is using a dated code phrase in an effort to determine if any of the heroes are members of the Silent Ones. Any player whose character is a member of the Silent Ones metaorganization will immediately know the answer to this as “Silence”. Advise the player that they know the correct answer. Players may guess or answer incorrectly if they so choose.

If a hero gives Remble the correct answer:

“Ah blessed Boccob. I had hoped for this. Tell me, how many more Silent Ones are coming? I cannot push Ultholme back again. We need a more permanent plan.”

This is likely to draw all sorts of confused looks and comments from the players. Remble will quickly pick up on the player’s confusion and surmise that either there is no more support coming or that the heroes are so low ranking in the organization that they are unaware of any more reinforcements.

“I see. We’re alone then. The Wyrd has failed to find a solution and since this place has been out of sight it has also been placed out of mind.”

If no hero gives Remble the correct answer:

“Ah Boccob take it all, you’re not the ones I need to see here. Why are you here, anyway? You walk the path of destruction.”

Remble’s explanation of the events that have taken place here:

“Well there’s no helping it now. You’re here, you’re practically part of the painting. Make yourself comfortable.”

I’m Remble Ar-Kerran. I am a Silent One. My companions and I came to Ultholme at the behest of the Wyrd, he who rules the Silent Tower. Six months ago by my reckoning there was a massive...surge...of power from Ultholme. We gathered our belongings and teleported here.

We were met with madness. Much of the town was empty, the air soiled and ashen from fires started in the coal veins underneath our feet. The townsfolk appeared to be gone, but we were wrong. Many of them were still alive when we found them in the Amphitheatre near the center of town, but something...evil...had gotten inside them.

We watched in horror as they descended upon each other in murderous frenzy and rent each other apart. We watched, and waited.

Then the dead rose and fell upon those still living. They consumed them and absorbed them, and somehow they sensed us. We fled here. Cyris and Thalan died holding the door long enough for me to erect the wards. The rest of us waited here, trying to figure out what was going on. Eventually it became plain that we had to try and move out, to find the cause of this horror. We were slaughtered.

Any hero who attempts a Sense Motive check can easily see that Remble is telling the truth. Scattered around the interior of the jail are many sets of gear, such as the heroes themselves might carry. All of them appear to indicate that their previous owner was an arcane spellcaster.

Remble himself is obviously fraying at the edges. He’s been dealing with the consequences of being trapped here surrounded by the madness of the town.

Eventually, Remble will finish up his tale.

With my companions dead and no help arriving, I had to take desperate measures. I contacted the Wyrd one last time and told him of my plan, he approved. Using the collected magical items of my companions, I was able to shove the entirety of Mount Tranquil into a pocket dimension. Unfortunately, I had to travel with it. The spell is supposed to last for ninety-nine years, and the Wyrd was supposed to find a way to allow my sacrifice to end.

My attempts to contact the Wyrd, or any Silent One, have met with silence. Worse, in the previous castings I have exhausted much of the magic contained in bits and trinkets from the townsfolk. I do not believe I can push Ultholme back a fourth time.

The Heroes likely have some questions here.

“What caused the townsfolk to go mad?”

“I am still not entirely sure. My ability to travel about is limited but from what I could glean from some personal writings, there was supposed to be some kind of Dwarven ceremony and King Tavish was sending an honor guard of some sort.”

Note: Remble is lying about the above question. He knows that a member of the Silent Ones somehow caused this to happen. A Sense Motive check DC: 20 + APL will tip the heroes off that Remble is concealing something here. Normally this would be an opposed roll, but Remble is simply too odd to pin down. Only a hero with a keen sense of intuition will pick up on this cover-up.

“What happened to the rest of the townsfolk?”

“We weren’t able to save any. Some tried to hide, and were successful for a week or so, but then the food and water ran out. Some starved, I surmise, some went to their deaths willingly.”

“How did you survive?”

Remble holds up his right hand. On his ring finger is a simple gold band.

“Lucky me. I don’t have to eat.”

“Where did you move Ultholme to?”

“We moved the entire town into a pocket dimension that borders the Plane of Shadow. Considering that the alternative was letting this madness spread through the Kingdom, this was probably the wiser choice.”

“Where are the townsfolk now?”

“They’re all dead, but not undead. I’m surprised you didn’t see any on the path up here. They’re always banging at the borders, trying to get out. You can’t kill them permanently, at least not by any method I’ve been able to discern. They always get back up, mash themselves together, and shamle off. Sometimes they disappear for days; sometimes they’re all over the town.”

“What can we do to help?”

“I’m not entirely sure, to be candid. It seems logical that something happened at the Dwarven ritual. Fancy events were always held in an underground hall, heading there might turn up some answers, or it might get you killed.”

“Is there anything interesting left in town?”

“There’s a few places left standing that you can take a look at, but I don’t recommend loitering about. The Anvilfire Tavern was where Tavish’s delegation was staying, and also where the remaining townsfolk made their final stand. It’s in pretty bad shape, but it’s still standing. The Sheltered Storm Inn is just a

watering hole but it was basically the center of the townfolk that lived above town. There's a small church to Pelor. I think he must still watch over it, because the townfolk stay away from it. Markham's Moneychanger still stands, all locked up. Town Hall is on the northern edge of the amphitheatre and both of those are still in fair shape."

"How do we get to the underground hall?"

"There's a series of passages that lead down under the amphitheatre. I saw a set of engineering schematics that looked like a map in Town hall but I never had a chance to grab them. Since I'm the only one who knows how to move Ultholme back, I couldn't risk going there."

"How did you move the town, anyway?"

"That you have to ask is simply a sign of how little you know. Any one of my companions would have been capable of doing what I did. The last group of travelers that came through here didn't know what I meant either."

"Others have come through here?"

"Yes, there was a group of adventurers that came through here after the last time my spell ended. They were the greedy type and went to the moneychanger. I never saw them again, but I did hear their screams. I would have tried to save them but they were too far away."

"If there's not enough magic here to push Ultholme back out, how are you going to do it?"

"Again, you show your lack of understanding. Magic is simply life force. If needed, I can push Ultholme back out myself, but I would likely perish. It would simply put off reckoning for another day."

(The heroes explain what occurred in the Graveyard)

"Ah yes. Part of the warped magics in this town. It's not safe to be out and about when the Otherworld pushes through. Hmm? Oh yes, that's what I call it. It's not our world, after all."

At this point the heroes have a potential goal and a bevy of locations to explore.

Stepping out of Remble's sanctuary, he closes and wards the door behind you. You hear a muffled "Good Luck!" from Remble.

Location 2: The Anvilfire Tavern

The Anvilfire Tavern is basically a series of rooms for rent. As Remble may have told the heroes, this is where the surviving townfolk attempted to make a last stand and where Tavish's delegation was staying. It's partially destroyed and barely standing. Although there is no combat here, a map is provided as **DM AID 3**.

A weathered sign sits outside this large building, ash swirling and piling around it. In common it reads "Anvilfire Tavern." The front door is smashed off its hinges. Ash trails into the front door from outside.

Heroes may make a **Tracking** check **DC 20**. Success indicates that they see more obvious signs of a struggle by the door in the form of old dried bloodstains. Many medium sized creatures come and go from the tavern by the boot prints in the ash inside.

A long, low bar is the prominent feature in the main room. Overturned tables and chairs lay scattered about and a destroyed piano is near the front door, obviously someone tried to use it to blockade the door. A single passageway leads off to a series of doors in a corridor.

There are no bodies or such about, but a **Search** check **DC: 10** will turn up several large bloodstains, old and dried with age.

The corridor to the rooms has seen extensive fighting from the last defense.

Moving into the corridor you can see that a pitched battle took place here. The walls are heavily scorched as though by magical fire. Another makeshift barricade clogs the hallway, bashed through. A massive brown stain that can only be dried blood covers the far end of the corridor.

The four rooms for rent are open to the heroes for investigation.

Room 1:

The odor of fresh flowers lingers in the air here. A bed large enough for two people dominates the room. A dresser lies on the floor, its contents scattered about. It appears to be another unsuccessful attempt to bar the door. A broken full length mirror rests against the wall.

The room is empty of valuables. There are a few sets of traveling clothes and personal items, but nothing worth taking. There are no bodies and no bloodstains in the room.

Room 2:

This room has seen by far the most extensive damage. The roof is partially torn off and the walls are scorched black. Curled in the corner near the charred bed is a skeleton. From here you can see that it has a golden necklace wrapped around its hand.

The skeleton belongs to one of the adventurers Remble spoke of. It is wearing the tattered remnants of robes. The golden necklace is recognizable as the remnants of an expended necklace of fireballs with a **Spellcraft** check **DC 15**. A **Survival** check **DC: 15** will show that the skeleton was at the center of whatever fire destroyed this room.

The adventurer destroyed himself rather than let anything get him.

If any hero attempts to *resurrect* the adventurer, it will succeed and the heroes will meet Brenida Therran, adventuress for hire.

Brenida was a sellsword who stumbled across Ultholme with her friends and companions, and was promptly slaughtered when the townsfolk descended upon them. She is almost catatonic from her experiences and will be unable to create even a single coherent sentence. The heroes would be well advised to leave her in a safe place, either the jail or the Church of Pelor. If they take her with them, she will be able to walk but will crumple to the ground screaming whenever there is an otherworld pulse.

All APLs: Brenida, Female Half-elf fighter 5, hp 47. See Appendix 4

Room 3:

This room is almost untouched by the ravages of fighting. Black curtains block most of the light from entering through the window but you can still see that the room is well ordered. A standing mirror sits on one wall, facing the bed. On the bed sits a pair of backpacks.

Heroes who search the backpacks find the usual assortment of traveling clothes that would be expected for a long journey. Additionally, one of the backpacks has **Player Handout Four: The Journal**.

Any hero who searches the bags will see themselves in the mirror as well. A **Spot** check **DC: 10 + APL** will show them that something is odd with the mirror. Any motion the heroes make is reflected faithfully, but almost thirty seconds after they make it. The mirror radiates no magic. When the heroes leave the room, they will hear the loud sound of glass breaking. Returning to the room and investigating will yield nothing. The window is still intact as is the mirror, which no longer has any sort of delay to the reflection.

Room 4:

This room isn't really much of a room any more. Two of the walls have been battered in from outside, and the wall next to the door has been bashed in as well. The door itself shows signs of being battered but is still securely locked. You can see piles of ash swirling in from outside.

This room was the last stand of a few townsfolk, including the proprietor of the Tavern. He magically locked the door (it will not open to any means short of *limited wish*) and huddled here with his family while waiting for help. It never came and eventually the walls gave in. A **Search** check **DC: 20 + APL** will yield a single skeleton key in good condition. This key opens a secure box in Markam's Moneychanger.

When the heroes prepare to leave, they will be approached by the ghost of the Duke's Daughter.

A young female voice calls out from the main room of the Tavern.

"You in there, come out! I need to speak to you!"

The Duke's Daughter, Ruby, was slain by a Vecnan in the King's company, using Neverfall. Her death warped the magics of the ritual used in the creation of the weapon and resulted in the current twisted state of the town. She knows that the man who killed her belongs to some kind of order, and that Remble is also part of that order, but does not know what that order is.

A young girl, no older than fifteen, stands in the main room, not facing you but rather in profile. With a start you realize that you can see through her. She's not entirely solid.

Some heroes will immediately attempt to turn the ghost. A turning attempt that indicates success against a 12HD undead will send the girl fleeing through the wall. A successful greater turn will dissipate Ruby but she will reform elsewhere. Either way, she will not attempt to approach the heroes again. They have just accidentally cut out a potential source of aid.

If the heroes give her a chance to speak:

"I'm Ruby Neheli, daughter of Duke Byron of Dorlin. I beg your forgiveness for not facing you, but I am not pleasing to look at."

This is entirely true. Ruby's manner of death was violent and the left side of her ghostly form reflects that. She wishes to avoid scaring the heroes but will not prevent them from attempting to circle her for a better view.

"You shouldn't have come here. You're in terrible danger. Your friend hasn't told you the whole truth about this place, or his involvement here. He has spoken to his Wyrd, and they want to erase their mistake here and any who have witnessed it. You're not safe, as his companions were not safe."

The man who did this to me still lives, in the halls underneath Ultholme. His twisted power ruined this place, it ruined the town that loved me so, and it ruined me. The path that your friend wishes you to tread is dangerous, though it will take you to the man below. I can show you a different path, if you wish."

Ruby is referring to a mine ventilation shaft that she used to play in with her friends before she was slain. The shaft is sunk into an old unused well behind Markham's Moneychanger. Ruby will be more than happy to point the heroes towards it. Ruby will not answer any questions and will calmly walk away from the heroes, disappearing into the mists, and eventually through a solid wall if the heroes try to follow her.

Enterprising heroes may attempt to go talk to Remble again. Returning to the jail after speaking to Ruby will be fruitless for them, however. Remble and all his belongings are gone, without a trace. Heroes who re-enter the jail will immediately note that the jail is now filled with clutter and dust, and that the magical wards on the walls are faded with age.

Location 3: The Sheltered Storm/Raining Blood Inn.

This building is almost wholly intact. A sign creaking in the wind names this as the Sheltered Storm Inn.

Development: Otherworld Pulse

As the heroes approach the door, a pulse overtakes Ultholme.

Suddenly, a wailing of horns blasts through the air. All color is drained from your sight as a palpable wave of anguish and pain washes over you. Whatever it is, it's stronger here than it was in the graveyard. You can see that the walls of the inn in front of you are now made of corrugated pieces of iron hammered together at slapdash angles. The cobblestones beneath your feet are now made of twisted and fused bones, blackened with heat.

Behind you! Movement!

Shuffling up the street towards you is a warped caricature of a man. It has no head, simply a rippling circle of flesh seemingly far too large to be supported by his rickety shoulders...shoulders which sprout an extra pair of smaller arms. The flesh of its "head" ripples as it advances on you slowly. You hear what sounds like a wailing horn emanating from it.

There! There's another behind it, and a third, and more! They shuffle towards you slowly, all wailing. You hear the wailing of horns from around the corners of this building as well.

The creatures are Gloom Golems, formed by the death of this town. A successful **Knowledge: Architecture and Engineering** or **Knowledge: Arcana** check DC 20 will allow the hero to recognize the creatures as Gloom Golems. They advance on the heroes mercilessly. The heroes should quickly realize that they are outnumbered and look for a defensible position to fight from, how convenient that they are right near an Inn!

This encounter is designed as an exercise in fear and frustration for heroes that are usually able to handle anything the world throws at them. The otherworld pulse lasts for only a few minutes of game time, but they should be as intense and hectic as you can make them.

There are two absolute safe locations in town during the pulse: the jail and the church of Pelor. The heroes have not likely been to the church yet, but it will be visible to them shortly. When the heroes re-enter the jail or the

sanctified ground of the church, they will be safe from the Golems. If the heroes attempt to take shelter in any other building, the Gloom Golems will hammer at the doors and windows in a manner much that you would expect from any "B" horror film.

Any hero directly exposed to the crowd of Gloom Golems will take 2d6 points of damage per round from the crush of the creatures. This damage does not require a to-hit roll, but it is reduced by DR. Movement through the crowd is possible, but at half speed, and incurs a d6 of damage per round of movement. The Gloom Golems will never use any of their special attacks, making this encounter more flexible.

Heroes that fling spells or such at the crowd will find that it is all but invulnerable. For every 10 points of damage done by an area of effect spell, one creature will fall, only to be picked up and subsumed by another golem in the crowd. The damage will open temporary gaps in the crowd, allowing the heroes to move through without taking damage if they are wily and move as a group. Heroes should realize very quickly that they cannot kill this threat.

Intelligent heroes will find many ways to deal with this, some even without resorting to magic. If the heroes take to the roofs of any building (everything in town is one story high) they will find themselves safe until the pulse ends. Teleporting away is possible as well, with likely locations being the graveyard (which is far enough away to be safe until the pulse passes) and the jail interior (which is empty and dust covered, but closing the door activates the wards).

Some heroes will choose to use the Sheltered Storm as refuge. As they enter, they will notice that the sign now reads "The Raining Blood Inn". The necessary map is **DM AID 4**.

Inside, you hastily move furniture to block the main door and shutter the windows. As you are preparing to close a window on the north side your eye sees color! A shaft of golden light shines up from the ground. You cannot directly see what is at the base of the shaft of light because it is behind another building.

A shattering noise pierces the air. Fists rain like hammerblows on your improvised barricades. The wailing of horns surrounds you. This cannot hold.

This is the most interesting scenario, where the heroes have to push through the crowds to reach a safe haven. If the heroes refuse to leave the Inn, the crowd will break through the walls and doors in three rounds and the players will start taking the damage listed above. Let the players know that it appears that they could push through physically with a moderate risk to themselves, without a bull rush test or similar mechanic. Canny players will use area of effect damage spells to facilitate their passing.

The shaft of light is the Church of Pelor, which is a very obvious safe haven.

Any hero who falls to the crowd will be lost until the pulse ends, and their body will be on the ground where they fell.

The otherworld pulse ends after three minutes of game time. If the heroes make it to a safe haven before then, allow them to pass the time watching out from their location as the crowd falls upon itself and tears each other apart. Just as suddenly as it came, the otherworld pulse will leave, and “normal” will return to Ultholme.

This encounter is not meant to be defeated through force of arms alone and as such is not counted in the total ELs of this adventure. Avoid having the encounter drag on if possible.

Location 4: The Church of Pelor

The first glimpse of the church is likely to be during an otherworld pulse, but not necessarily. Either way read or paraphrase the following:

In a small depression sits a humble building. A golden shaft of radiance seems to pour upwards from it, into the heavens and reaching out of sight. The ever-present ash that falls around you does not drift into the circle of light, instead seemingly choosing to avoid it.

Entering the circle of light is protection from any of the townsfolk that may be running around. The church itself is a mid-sized single roomed building. Behind the church proper is another small building which is where the cleric of Pelor, Andropolis, lives. A single large door is the only entrance into the church, it always stands open. Finally, on the grounds around the church, inside the circle of radiance are several dead townsfolk. They are laid out as if in preparation for burial, all of them seem to have died from thirst or starvation.

Walking towards the single door of the church you see that it is emblazoned with the sun symbol of Pelor the radiant. Inside you can see several pews and an altar. A man in dirty robes sits against the altar. Spying you he leaps to his feet and brandishes his holy symbol.

“By the power of the Lightbringer, BEGONE! I command you! Stand back, I say! Stand back!!”

Seeing that you are undeterred, the man tosses the holy symbol aside. It lands with a hollow clank on the flagstones.

“Lousy piece of trash. Oh well, come eat me.”

He throws his arms wide and closes his eyes.

Andropolis was once a highly motivated and exuberant cleric of Pelor. Then tragedy struck his little town and he was severed from his god due to his lack of faith. A minor enchantment laid upon the altar provides all the physical

sustenance he needs, but was unable to provide for anyone else in the town. When things went bad many of the survivors came here, trading a quick death for a lingering one. Watching his faithful die while unable to do anything to help them shattered his faith in Pelor.

The heroes are free to come and go as they please. Andropolis has no idea what happened in Ultholme, or what the year is. If the heroes relay that information he will be taken aback but not believing. Any hero who worships Pelor and either attempts to upbraid or guide Andropolis back onto the path of righteousness will be met with either laughter or condescension. Andropolis simply needs more help than the heroes can provide to find the glory of his deity again.

Andropolis does not know anything of the previous adventuring group nor of the ghostly girl. He will tell the heroes that they are free to come and go as they please, that the temple will shelter them even if it will not sustain them.

Finally, resting within the walls of the church is possible, and Andropolis will tell this to the heroes. The church still has a scroll of *raise dead* and a scroll of *heal* that Andropolis will let the heroes use if they need them, although he can no longer cast them himself. He will not let the heroes take these from the temple grounds. Players who resort to any sort of force to overcome a faithless cleric on holy ground are committing an evil act.

The Church is **DM AID 6**.

Location 5: Markham Moneychangers

The Moneychanger is **DM AID 7**.

Mattavias Markham was by far the single richest man in Ultholme. Besides the simple function of changing currency types for customers he also arranged for the buying and selling of expensive magical items and rare commodities for Ultholme’s more affluent citizens. For a reasonable commission Markham was able to get almost anything into Ultholme. Additionally, he handled much of the sale of outgoing “garbage ore” that the dwarves felt was too impure to work with. His money changing shop was well guarded and warded and still contains some of his treasures.

It was here that the previous group of adventurers decided to press their luck and attempt to get rich. They were unsuccessful.

A sturdy looking building bears a sign with a gap-toothed dwarf holding an overflowing bag. Neat lettering under the weathered sign proclaims that this is Markham’s Moneychanger. A well, partially collapsed from disuse, sits on the eastern side of the courtyard. A thick stream of black smoke wafts up from the well.

Entry Foyer:

The door to the moneychanger's stands wide open, bashed down by unknown hands. The room is a marvel of disarray. A pair of large metallic cats lay on the floor, torn apart. A second door leads from the room, also bashed down.

The cats were constructs created to guard this place. They are completely destroyed and useless.

Meeting Room:

This large room appears to have been a meeting room. A pair of tables and several chairs lie tossed about the room. An elaborate scale sits upright in one corner. Two humans, clad much as you are, lie curled up in the grasp of death on the floor.

There is nothing of value in the room. The adventurer's gear is substandard and they have no purses or other valuables. They appear to have died violent deaths. A door in the floor leads opens to a set of stairs that leads to the moneychanger's vault.

Vault:

A dank and dark cellar serves as vault for the moneychanger. Several boxes are cut into the walls, with small doors closing them and locking them. The vast majority of the doors are torn open. Some scattered coinage glitters on the floor. In the middle of the room is a table. Seated in a chair and slumped over the table is a woman. She cradles a small coffer in her hands.

The woman is the last adventurer to enter the moneychanger's. She succumbed to the exceedingly obvious trap on the coffer. When the heroes look at the box:

The coffer is about two feet long, a foot wide and a foot deep. It is constructed of a heavy dark iron and engraved with glowing blue sigils that seem to writhe and twist. A single keyhole shaped like a skull is set into the coffer, a broken lockpick sticks out of the lock.

The sigils coalesce into legible writing. They read "Open me without the key, swift death I bring to thee."

The coffer radiates magic (evocation and conjuration, in two separate auras) and is very obviously trapped. The key to the coffer is located in room four of location two: the Anvilfire Inn. If the heroes use the key, no harm befalls them. Any attempt to pick the lock or force open the coffer sets off the trap. A hero with an adamantite weapon may attempt to get smart and open the box by slicing off an edge. The coffer is actually a modified bag of holding, and any such attempt will cause the coffer to rupture and spill its contents into the astral plane. Disarming the trap either via key or disable device will allow the heroes to reuse it, as well as gain access to the contents of the coffer, which are conveniently written in an elegant script on the inside cover.

Slay Living Trap: CR 4; magic device; touch trigger (opening the coffer without the key); automatic reset; lock bypass (Open Lock DC 15 + APL); spell effect (*slay living*, 9th level cleric, Death, DC 17 Fortitude save for 3d6+9 damage); Search DC 0; Disable Device DC 15

Note: The CR for this trap is intentionally lowered due to the ease of recognizing the trap, the ease of disabling the trap and because it is entirely optional. Any hero who blindly reaches in and tries to open a box over which a dead woman is slumped gets what he or she asks for.

Contained within the coffer are the following items. Successfully opening the coffer yields access to them on the Adventure Record. Destroying the coffer destroys these items.

- Bag of Holding Type III (The Coffer)
- Staff of Size Alteration
- Wand of Cure Critical Wounds (50)
- Manual of Gainful Exercise II
- Scarab of Protection
- Ring of Evasion

There is nothing else of interest in the room.

The well outside is one of two paths down into the twisting mines that house the evil under Ultholme. The shaft is fifty feet deep and is a slick surface for climb checks. At the bottom of the shaft is a metal grate that has been pushed aside and opens into a ventilation shaft. Thick black smoke from the coal fires raging in the mines pours out and into the air over Ultholme. Visibility in the shaft is ten feet unless the heroes have a magical means to see through smoke.

This was Ruby's secret path to the dwarven foundries. If the heroes make ready to climb down the shaft, she will appear and speak to them, If they attempted to turn her or attack her previously, she will not appear.

"I cannot see much any more but I see that path is closing. Hurry. Trust me or trust him, but not both."

As you turn to see the source of the voice, you see the ghostly form of a girl fading away.

If the heroes choose this as their path under Ultholme, proceed to **Encounter 4B: Backdoor Friends Are Best.**

Once the heroes follow this path, they will be unable to leave it.

Location 6: City Hall/Amphitheatre

This location is not detailed on the map of Ultholme proper, as the amphitheatre is extensive.

Approaching the area Remble noted, you can see a small Amphitheatre and the ruins of a large

building. The building used to be several rooms large but appears to have partially collapsed.

A successful **Knowledge: Architecture and Engineering** check **DC: 25** will tell the hero that the collapse was caused by a foundation shift that destroyed the walls. Any Dwarven hero will instantly recognize this though their stonemasonry racial ability. The remaining room is barely intact, the walls leaning at a precarious angle. The entirety of the room is taken up by papers stored in wooden boxes. On one wall is a large map inked in red depicting several passages. Black ink above it reads "Level One".

At the nadir of the amphitheater are a set of double trapdoors-set into the floor. Opening them reveals stone steps leading into darkness. The steps are well worn and traveled.

If the heroes choose this as their path under Ultholme, proceed to **Encounter 4A: Kick in the Front Door**.

Once the heroes follow this path, they will be unable to leave it.

ENCOUNTER 4A: KICK IN THE FRONT DOOR

This encounter takes place immediately after the heroes enter the double trapdoors and proceed into Ultholme proper. The heroes will be entering the Avenue, which is the main corridor that runs through the Ultholme undercity. The avenue runs past all sorts of businesses and homes and terminates at the Hall of Ancestors, where many dwarven and gnomish rituals were held. A wide set of stairs leads down into darkness. The corridor is ten feet high and twenty feet wide at the bottom of the stairs, which travel down about forty feet.

Since this is a one-way trip, be very careful not to force the heroes into this path. Allow them to choose for themselves.

When the heroes decide to move down the stairs:

The stairs bottom off into a wide avenue, well lit by some type of lantern set into the ceiling at regular intervals. A thin haze of smoke wafts past the lanterns and up the stairs behind you. Also at regular intervals are doors and windows carved directly into the stone. Peering into the first window past some curtains you see the remnants of some kind of shop. Suddenly from behind you a voice rings out in a harsh and guttural tone.

"Hallowed ground you walk within, infidels! Walk without never again!"

A harsh rumbling resounds from the way you came, and a cloud of dust rushes over you. Bouncing to your feet are a few small pebbles. You can see that larger boulders completely obscure the path back up. You are trapped.

The heroes can choose to leave via magical means if they have it at their disposal, but they will either have to re-enter through the same means or choose to enter the undercity via the well at Markham Moneychanger.

The vast majority of the undercity is in shambles. The heroes will find that even if they did not pick up the map from City Hall, that it is not strictly necessary. Every side passage off the avenue has been collapsed. Heroes may make a **Knowledge: Architecture and Engineering** check **DC: 15**. Success indicates that they can see that key supports were purposely attacked with weapons or tools, causing the cave-ins.

The homes and shops here belonged to the dwarves and gnomes of the city. Entering many of them is possible, although most have been ransacked and looted. Heroes who fall to their baser desires may spend time looting the homes and shops of the deceased. Each location they loot will turn up 3d6 X 100 gp value in valuables, mostly art objects and small gems. None of the homes or businesses have any deceased within.

The avenue runs North/South through the undercity, with intersections paced at roughly every two hundred feet. At each intersection brightly colored arrows indicate the names of the passages, most named for dwarven and gnomish heroes. Without exception, every east/west passage falls into impassable ruin within fifty feet, as described above.

The lights on the avenue become less reliable as the heroes move along, and eventually stop working altogether. The smoke starts to hang thicker in the air as well, making for an unpleasant setting at best.

Eventually the heroes will come across a single deceased Dwarf. His body is mangled, and he lays half in and half out of a massive depression on the eastern wall. Dried blood cakes the entire area. Allow the heroes to search him if desired, he wears some sort of uniform and appears to be a constable of some sort. At that point, have the heroes make **Listen** checks. Regardless of the success level, tell the hero with the highest roll that they hear what sounds like heavy breathing and footsteps coming up from ahead of them. The heroes will likely attempt to set up a defensible position.

Development: Otherworld Pulse

Just as before, a horrible wailing assaults your ears as all color drains from your eyesight, however now it is accompanied with a throbbing headache and a mind-numbing wave of hate washing over you. You are getting closer to the source of evil. The walls of crafted stone twist and warp before your eyes to jagged mass of sharp points. Ahead of you, you can see many shapes moving towards you. In the gloom of your lights, they appear to be dwarves and gnomes, running towards you. You can see through them.

This pulse shows the heroes what the final hours of the undercity looked like to those trapped within. Allow the heroes one round to take any action they wish, then:

The gnomes and dwarves run amongst you and through you in a horrifying manner. They pay no attention to you; in fact they do not seem to even recognize your presence. A strong basso voice yells out.

"To the surface! Run for all you are worth!"

The crowd passes and you see that the vast majority of them are women and children, not a single able-bodied male amongst them. They flee in a rush and a single dwarf runs behind them. Seeing you, he stops.

"Ah, there you are! I called for you hours ago! Hurry! Set yourself!"

Lumbering after him is the form of a large dwarf, dressed in stylish armor, but wielding no weapons. You quickly see that no glimmer of life exists within its carved eyes.

With a thunderous swing, the creature drives a fist laterally across its body. The dwarf in front of you is picked up by the force of the blow and slammed into the wall. Gore drips from the fist of the creature as it moves towards you.

APL8 (EL9)

➤ **Clay Golem:** hp 90, see *Monster Manual*, Page 134 or Appendix 1.

APL10 (EL11)

➤ **Advanced Stone Golem:** hp 107, see Appendix 1

APL12 (EL13)

➤ **Advanced Clay Golem:** hp 157, see Appendix 1

Setup: Use DM AID 7: **The Avenue** as the map for this fight. The heroes start in the numbered squares 1-6, the golem starts in numbered square 7.

Tactics (APL 8 and 12): The Clay Golem uses no tactics. It has broken free and gone Berserk. It will attempt to destroy anyone it can reach, starting with the closest to it. Since it has a 0 Int, it will only change targets if the current target dies or is beyond its reach. It will not specifically attack heroes that can bypass its DR nor will it recognize that a hero has a high AC and that it is unable to hurt him/her. The Golem will use its free action *haste* on the first round.

Tactics (APL 10): The Stone Golem uses no tactics other than to destroy anyone it can reach. Since it has a 0 Int, it will only change targets if the current target dies or is beyond its reach. It will not specifically attack heroes that can bypass its DR nor will it recognize that a hero has a high AC and that it is unable to hurt him/her. The golem

will use its free action *slow* every time it becomes available.

Note: Because the heroes had a round to prepare and take action, the EL for this fight has been lowered by 1.

As soon as combat is ended:

Silence overtakes you as the creature falls to the ground. Color rushes back into your vision and you see that the hallway is empty. Both the body of the dwarf and the creature disappear before your eyes, although the great indentation in the wall remains.

The otherworld pulse ends, and the heroes are free to continue walking the avenue.

The avenue continues to run for what feels like miles. Dwarven heroes will be able to tell that the party travels about a mile from the site of the battle with the clay golem until they reach the end of the avenue: the Hall of the Ancestors.

ENCOUNTER 4B: BACK-DOOR FRIENDS ARE BEST

This encounter takes place if the heroes follow Ruby's directions or locate the entrance to undercity behind Markham Moneychanger on their own.

Since this is a one-way trip, be very careful not to force the heroes into this path. Allow them to choose for themselves.

Thick black smoke pours past you, rising up the shaft of the well. The well may have once held water but it is long dry by the time your feet rest on the bottom. In the base of the well you can see a metal grate partially pulled back from its location in the well wall. The smoke comes from the hole and you can feel heat radiating from the hole.

The hole leads to a small passageway, 5' by 5'. Heroes will have to crawl (squeeze) in order to gain entry. The passageway runs for twenty feet and then opens up into a dead end mine corridor that is ten feet high. Heroes will have to drop down into the corridor.

This mine corridor runs southwest from where the heroes drop in. Heroes who search the area will find several sets of hurriedly discarded mining tools. The corridor is noticeably warmer than the air aboveground, and heavy smoke wafts past the heroes, leaving through the open grate. Finally, any hero who asks can easily determine that this particular corridor appears to be following a coal vein.

The corridor runs southeast for a quarter mile before the terrain changes.

Following the mine corridor for a quarter mile, you are surprised to find that you reach an area where the floor is no longer rough stone. Tiles run under your feet though the walls are still rough and even

show deposits of coal and other small gems embedded within. Perhaps this is intentional?

Ahead, you see a bright white glow leeching around a bend in the tunnel. The temperature here is rapidly reaching the scalding point. Combined with the ever-thickening smoke, the area is becoming quite uncomfortable.

Without warning, the entire corridor shakes, upending some of you. From behind you hear a horrendous collapsing of stone. After thirty seconds or so the shaking ceases. Above your head, you can see the smoke thickens even faster than before.

The heroes may surmise that the corridor behind them has collapsed. This is entirely correct. It will take about eight hours before the mine corridor becomes uninhabitable, though it will grow uncomfortable much sooner. The heroes are only in serious danger if they should decide to pitch a tent here and rest for a while.

When the heroes continue towards the glow, they will reach the forges.

Rounding the corner you see a large chamber. The ceiling stands some fifty feet high, the far wall two hundred feet or more from where you enter. A passageway leads from this room in that wall. Several large anvils rest around the room, some overturned and cracked. The center of the room is dominated by a huge bellows apparatus. The anvils that are still intact all glow red-hot even though they have nobody attending them.

Attending the huge bellows is an equally massive creature. Composed of rocks and gravel, nevertheless it still moves with a fluid grace as it works the bellows and the metallic cage attached to it. Within the cage is another creature not native to this world. Composed of pure flame, its eyes are cooler red spots of pure hatred on a white hot body. A steady stream of water rains down on the fire creature, causing a massive amount of steam to rise from it. It strains against the bars which contain it, lunging at the creature who works the bellows. The rock creature labors along, unconcerned.

The creatures are a Large Earth Elemental and a Large Fire Elemental, respectively. The Earth Elemental is unconcerned with the heroes right now, and the Fire Elemental is unable to break its containment. The Elementals will not attack the heroes. Should the heroes desire, they will be able to destroy both elementals without much hassle. If this happens, it will not affect the combat that will take place in the room shortly.

Heroes investigating the room will be entitled to several skill checks. A **Search** check DC: 10 + APL will yield an anvil that it covered in shards of crystal. A **Profession: Blacksmith** check DC 10 + APL will tell the heroes that this room is designed entirely around the production of weapons, not armor. Additionally, it will tell the heroes

that the weapon that appears to have been forged out of crystal was a two handed, edged weapon. A **Knowledge: Arcana** check DC 20 when examining the crystal will tell the heroes that the crystal is not naturally formed, and is likely a byproduct of the elemental plane of earth. Finally, a **Knowledge: Architecture and Engineering** check or **Knowledge: Arcana** check DC 20 will reveal to the heroes the manner in which the forges are worked here. The bellows are connected to individual anvils via pipes in the floor. The steam is caught by the bellows and forced into the pipes, heating the anvils and allowing the craftsmen to work continually. Practitioners of magic will possibly be aghast at the methods the dwarves used to heat their foundry. Pouring water on a fire elemental to create steam to heat the anvils is tantamount to torture.

There is nothing of value left in the room.

When the heroes prepare to leave the room through the other passageway read or paraphrase the following:

Development: Otherworld Pulse

Just as before, a horrible wailing assaults your ears as all color drains from your eyesight however now it is accompanied with a throbbing headache and a mind-numbing wave of hate washing over you. You are getting closer to the source of evil. The walls of crafted stone twist and warp before your eyes to jagged mass of sharp points. The cage containing the fire creature simply dissolves.

The creatures that reside in this room are now twisted and deformed, with huge pulsing runes covering their bodies. As a horrible wailing assaults your ears, the creatures eye each other, and then turn to assault you.

APL 8 (EL 9)

➤ **Advanced Spellstitched Cinderspawn** hp: 105, see Appendix

➤ **Large Earth Necromental** hp: 52, see Appendix

APL 10 (EL 11)

➤ **Advanced Spellstitched Cinderspawn** hp: 135, see Appendix

➤ **Huge Earth Necromental** hp: 104, see Appendix

APL 12 (EL13)

➤ **Advanced Spellstitched Cinderspawn** hp: 135, see Appendix

➤ **Huge Evolved (1) Spellstitched Earth Necromental** hp: 137, see Appendix

Setup: Use **DM AID 8** as the map for this encounter. Allow the heroes to place themselves anywhere within the room, since it is likely they will all be scattered about.

Tactics: This is a fairly straightforward fight. The Cinderspawn will attempt to use its *web* spell-like ability to entrap most of the heroes, allowing it and the Necromental to hammer away at them. The Cinderspawn will use its mobility and spring attack feats when possible to deliver charisma draining touch attacks to heroes who look weakened or particularly ugly. At APL 12, the Necromental will lead off with its *cone of cold* ability before moving into melee.

When the combat ends:

Quickly as it came, the horrible wave passes. Your sight and hearing return to normal. The foundry now stands empty of inhabitants besides you. The bars that held the fire creature are twisted and bent, the cage useless as a prison.

When the heroes decide to leave the room and follow the second corridor, they approach the Hall of the Ancestors.

ENCOUNTER FIVE: TERMINUS

The heroes can arrive at this point from one of two paths. Either they arrive through the Avenue or they arrive through the Foundry. Regardless of the path they chose, Remble has beaten the heroes here and has put an end to the Vecnan Silent One.

Both entries to the Hall of the Ancestors are sealed by large steel doors.

A thunderous rumbling shakes the very foundations of Ultholme. A loud report that sounds like stone suddenly breaking reverberates through the corridors. Above it all, you hear a man's voice chanting, and then suddenly cut off in a shriek.

Ahead of you, the corridor ends in a solidly constructed set of doors. The craftsmen who created them obviously did so as a labor of love, for the work on them is outstanding. Dwarven faces and figures adorn almost every inch of the door, and appear to be going about every day activities. Centered in the door is a large sheet of black marble. Before your eyes, a series of dwarven runes appear on the space. They disappear and are replaced by another. And another.

Anyone who can read Dwarven can see that the runes are names and dates. The Dwarves of Ultholme created these doors as a living honorarium to their deceased.

If any hero spends more than a few rounds examining the door (perhaps if they are appraising it, or searching it for traps) they will look up into the blank space and see their own name, with a death date of CY597.

The door is not trapped, nor is it locked. When the heroes open it, read or paraphrase the following.

The door opens silently on well designed hinges. Your eyes behold a massive chamber, once likely a wonder of the world, now fallen into ruin. Everywhere you look, you see the signs of combat and destruction. Large stone creatures that could only have been designed as guardians for this chamber lie smashed throughout the room, creating an immense amount of rubble. Strewn amongst the rubble are an untold number of bodies, mostly dwarven from what you can see from your spot in the doorway.

Central to the room is a massive stone altar, ringed with now broken pews. Half obstructed by the altar, you can see the delicate form of a young girl, and several human bodies amongst the pews.

Atop the altar a single chair has been placed. Seated in it is a very obviously dead man, a greataxe constructed of crystal resting across his lap. From here you can see that it drips with blood.

Finally, across the chamber, you see a set of doors identical to the ones you just opened.

Allow the heroes the opportunity to spread out into the room and investigate.

The bodies are all very much dead, and show consistent aging signs of being several months old. The vast majority of the dwarves are wearing ceremonial type garb, from priest vestments to the equivalent of "Sunday best". There are a handful of guards but they are in the vast minority. At final count, there are anywhere between seventy to a hundred dead dwarves in the room. The number of humans is much lower, about a dozen counting the man on the chair and the small girl.

The girl is indeed Ruby, and is easily recognizable by any of the heroes who have interacted with her.

Heroes may make a **Spellcraft** check DC: 15+APL. Success indicates that the hero recognizes many items placed throughout the room as having potential significance in extraplanar binding rituals. Furthermore, the materials appear to have been recently placed, as they are undisturbed and not covered in dust.

When any hero touches Ruby's body, or approaches within 5' of the altar, they will be treated to a horrible flashback.

Something one of you does suddenly sets the room into a flurry of motion. Before your eyes, you watch as the ruin of the hall rebuilds itself, winding backwards in time. It moves too quickly for you to digest it all, and within a few seconds you are standing in the hall as it must have been. Dwarves of all crafts and houses sit in the pews while other dwarves in ecclesiastical vestments make purifying gestures over the altar. A small contingent of humans sits by themselves, one important looking man carrying a large bundle.

The heroes are free to move about as they wish, but nothing they do can stop the proceedings. Any spells they cast are used as normal, but any that target any of the bystanders, or would affect them (such as fireball) are used up without visible effect on the bystanders. The heroes are simply “out of phase” to the event. Any hero who attempts to touch someone will find that they pass right through them, and that the same occurs when they attempt to interact with anything in the room that they did not bring in.

A bell tolls. With deliberate motions, the dwarven priests finish their chanting and gesturing. An important looking dwarf stands and raises his hands.

“Old friends and new friends, I thank you for attending today. This day we are at the end of a long year’s work. This day we present our most sovereign King with a humble token of our gratitude. Too many places have seen our kind shunned and hunted, but wise King Tavish has made Ultholme into a beacon for hope.

Today, we present to his envoy, our greatest collective creation. Discovered by masterminer Drennen, it started as a lode of the purest truecrystal ever discovered by our clan. Worked into shape by mastersmith Hammerdown and his apprentices, it took the form of King Tavish’s favorite weapon. Refined by mastercarver Jenessa, it has been imbued with the strength of our peoples. Enchanted by masterpriest Valen, it today hums with energy, ready to be attuned to our lord, by his grateful peoples.

Today, we have created Neverfall. With the final enchantment, we shall bind Neverfall such that whomever wields it shall face no harm from the descendants of those whose blood is first put upon its blade. Today, the dwarves of Ultholme recognize that our lives belong forever after to the Kingdom of Keoland.”

With that, the human envoy stands and unwraps his bundle, the crystal greataxe. Several prominent looking dwarves approach the altar, each carrying a vial of blood. With great ceremony, they mix the blood into a single decanter and return to their seats.

The dwarf in priestly robes speaks.

“We are ready. All the blood of our peoples are mixed. Moradin be praised.”

The human raises a hand as the priest prepares to pour the blood onto the axe.

“My lord has a message for you and your people.”

Quickly, the hands holding the axe twist around the haft. The axe head speeds towards the unknowing,

innocent target. It lands with a horrifying impact. Face twisted in hatred, the man screams.

“The one-eyed lord rules this land! Vecna, hear my cries! Destroy this pit of refuse!” The man then turns to look at you, pulling the hood of his robe up over his head and grinning. You recognize the symbols stitched upon the hem. This man calls the Silent Tower his home.

Then, your vision fades, and you are returned to the room.

The heroes have just witnessed the beginning of the fall of Ultholme. They are free to talk amongst themselves and attempt to piece out the situation. After the heroes gather themselves, Remble and his entourage will appear.

The doors across the hall swing wide and a familiar voice calls out. Remble’s voice.

“I am sorry that you had to see that. While you were traveling down here I was able to deal with this miserable traitor. I am afraid that I was not entirely honest with you, but I’d hoped to be able to spare you. Unfortunately, this can no longer be. Throw down your arms and my oath to you that you will suffer not.

I am afraid none of us may leave this place. I have found the necessary power to push Ultholme back again into a pocket plane, and then collapse it permanently. This is one secret that shall die.”

Sadness creases his features. Large forms, bipedal with canine features, file in through the door behind him.

Remble is quite willing to talk to the heroes for a minute or two about the goings on here, should they attempt to parlay. He will not divulge any more information that is dangerous to the outside world, but he will confirm to the heroes that the man who caused this was a traitorous Silent One. With his death, the curse of Ultholme should be lifted, but nobody can be allowed to know what occurred here.

The heroes have three options here. They can fight, they can flee, or they can surrender. Surrender at this point means that they will die when Remble collapses the pocket plane, but he will inform the heroes that he will be killing himself as well in this process.

Heroes who attempt to flee will find that magical means are their only sure escape route. Any heroes who escape via teleport or plane shift (or similar means) will avoid the combat entirely. Proceed to Conclusion A: Escaped! Award no XP for this encounter.

Crafty heroes will attempt a bevy of plans here. Many of them will likely be uncomfortable with the idea of fighting a Silent One and so they may feel that subduing him is the tact they wish to take. While honorable, this has no change on the end effect.

Some heroes may attempt to bargain for their escape, offering to leave Neverfall and simply leave. Remble will not let this happen. The knowledge of what occurred in Ultholme and how it was instigated by a Silent One must not reach the ears of others.

Heroes who choose to fight Remble will face a Silent One and his guardians. If the heroes are successful, after the fight proceed to Conclusion B: Slaying the Woestave. Award full XP for this encounter.

APL 8 (EL11)

➤ **Remble, the Woestave Human Wizard 9**, hp 50. See Appendix One.

➤ **Marrusaults (3), Erebus, Khekpen and Kemli the Lesser**, hp 45, See Appendix One

➤ **Marrutact, Kemli the Greater**, hp 38, see Appendix One

APL 10 (EL 13)

➤ **Remble, the Woestave, Human Wizard 11**, hp 61. See Appendix One.

➤ **Marrusaults (3), Erebus, Khekpen and Kemli the Lesser, Fighter 2**, hp 62, See Appendix One

➤ **Marrutact, Kemli the Greater, Wizard 2**, hp 58, see Appendix One

APL 12 (EL15)

➤ **Remble, the Woestave, Human Wizard 13**, hp 72. See Appendix One.

➤ **Marrusaults (3), Erebus, Khekpen and Kemli the Lesser, Fighter 4**, hp 85, See Appendix One

➤ **Marrutact, Kemli the Greater, Wizard 4**, hp 80, see Appendix One

Setup: Use **DM's Aid 9: Terminus** for this fight. Whatever side of the room the heroes came in from, place Remble and his allies on the other side.

Tactics: This fight can become quite complicated. The NPCs will adapt their tactics to best face whatever the heroes strengths appear to be. If the heroes are capable of devastating spells, Remble will attempt to counterspell them using his Improved Counterspell feat. If afforded the opportunity, Remble and Kemli the Greater will attempt to divide the battlefield with judicious use of area of effect spells, such as *web*, *acid fog*, *solid fog* and *Evard's black tentacles*, and then hammer the heroes into submission with long range damage spells.

Erebus, Khekpen and Kemli the Lesser will react according to visible cues from the heroes as well. If the heroes are content to fight from range, the Marrusaults will bound across the room as fast as they are able in

order to engage and threaten the enemy. If any heroes move to engage them, they will attempt to spread and cover the casters behind them. The Marrusaults will attempt to make good use of their pounce ability, and they will use their Howl of Defiance as soon as they can affect multiple heroes.

Kemli the Greater will attempt to stay near the Marrusaults if at all possible and will use his Howl of Healing if any of them become seriously wounded. In order to heal as much damage as possible, he will attempt to center himself in their ranks.

If the heroes defeat Remble and search the body, give them **Player Handout 6: Dark Pact**. This handout details the traitor Silent One's attempts to bind himself to Vecna, albeit from a difficult to interpret standpoint. There is no other way the heroes will ever see this handout.

The heroes are free to do what they wish with Neverfall if they defeat Remble. The axe is exceedingly well crafted and radiates faint magic. Neverfall is detailed on the Adventure Record.

The Marruspawn

This is likely the first time the heroes have encountered Marruspawn. As creatures created via magical means, it is not surprising at all that the Silent Ones know of them. What is surprising is that they apparently have some Marruspawn available for their use as shock troops. In fact, the Silent Ones have long known the secrets behind creating the Marruspawn, they simply have not ever needed to bring them to the forefront before. Since Remble is from another time, and he saw the heroes as a legitimate threat, he called upon the most powerful forces he had available.

The Jewel of Ultholme

As astute heroes will note that they have not found much other than Neverfall that could be considered the "Jewel of Ultholme". Either Neverfall or the body of Ruby Neheli will serve to the Baron for purposes of fulfilling his letter of Marque. Returning either gains the heroes the AR item **Jewel of Ultholme**.

Players keeping Neverfall for themselves receive the AR item **Neverfall!**

CONCLUSION A: ESCAPE

The heroes escaped Ultholme, likely through magical means.

The horrors from Mount Tranquil fade from your mind as the days pass. Having escaped with your skins intact you are surely luckier than many of the unfortunates in the town. Preparing to say your farewells to your companions, you sit down to share one last breakfast at the Slumbering Lion tavern. Conversation is subdued as the events of the

previous days play through your minds. The barkeep pauses in midstride as he approaches your table.

Everyone in the tavern halts in mid action as the door opens. Frozen by some incredible power, only you can move as a single man strides to your table. Wearing a full length white robe with the cowl pulled up, his features are hidden behind a mask constructed of the blackest Iron. Engraved on the mask are trails of tears under each eye. Pulling a chair out from under a frozen patron, he sits and regards you.

In a toneless, hollow voice, he speaks.

"It took no effort to find you, and it would take no effort to destroy you. In fact, it is more effort on my part to allow you to live...but you have proven that you deserve that much effort from me. You are wily and tenacious, evading the efforts of my best Woestave to track you. Remble sends his regards.

Ultholme has been a shock to our entire order. Without your drawing the eye of the traitor, Remble would not have been able to slay him, and so we as an order owe you a debt. I choose to repay that debt by laying a duty upon you. The Silent Ones are wrapped up in keeping secrets from everyone, including the crowned heads. Now it is the time to reveal one of our most closely guarded secrets."

He produces a handful of papers, from nowhere, and hands them to each of you.

"Take these to your crowned heads, and let them decide what they portend. You are our messengers, and I judge that you may, in time, become our swords as well.

There is a lesson learned here, and it is that an old sin must be atoned for, and old debts paid. Farewell."

Let the heroes read Player's Handout 7: The Entire Prophecy

CONCLUSION B: SLAYING THE WOESTAVE

Remble's body falls to the ground. As he twitches out his last breaths he reaches into his belt and withdraws an impossibly long stave. Blood flecks his lips as he snarls.

"WOE TO THOSE WHO OPPOSE!"

He snaps the stave over his knee and a gigantic surge of power rocks the room, knocking you all off your feet. As the echoes die down you see that Remble's body is gone, and that all the debris in a thirty foot circle has been scoured clean. Curiously, all of his effects are piled neatly where he fell.

Hours later, you are moving around the room when a single figure walks up and knocks on the door.

Wearing a full length white robe with the cowl pulled up, his features are hidden behind a mask constructed of the blackest Iron. Engraved on the mask are trails of tears under each eye. Righting a chair out from the rubble, he sits and regards you.

In a toneless, hollow voice, he speaks.

"Your powers are admirable. It would be within my control to silence you all permanently, and yet, you have proven yourself worthy. In fact, it is more effort on my part to allow you to live, but such is the price I pay for my failures here. You are wily and tenacious, and have bested my Woestave. Remble sends his regards and bears you no malice. He is already recuperating quite nicely from his deceased state.

Ultholme has been a shock to our entire order. Without your drawing the eye of the traitor, Remble would not have been able to slay him, and so we as an order owe you a debt. I choose to repay that debt by laying a duty upon you. The Silent Ones are wrapped up in keeping secrets from everyone, including the crowned heads. Now it is the time to reveal one of our most closely guarded secrets."

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Let the heroes read Player's Handout 7: The Entire Prophecy

The End

EPILOGUE: THE JEWEL OF ULTHOLME

Lord High Baron Draconis Eternal, Malweig I greets you warmly from his decorated coach sitting at the side of the road. A band of heroes completing the terms on one of his legendary letters of marque is no everyday occurrence. After asking you many pointed questions about your adventures, he falls silent. Strangely silent. In a voice that rings suddenly hoarse, he asks for you to deliver the Jewel of Ultholme.

Without even glancing at Neverfall, Malweig motions to the body of Ruby Neheli, Ultholme's true treasure.

"Destroyed before her time and denied her proper rest, she surely deserved a better fate than this."

Malweig's eyes fall low, then he speaks to you.

"What happened in Ultholme did more than destroy a town, it destroyed an idea. It destroyed the idea that people of all races could live together within these kingdoms of men. Ultholme was a beacon, shattered by our most hated foes. Our kingdom today could learn much from the ideals of Tavish's grant. No city on a swamp can be truly considered a haven, a home. They deserve more, and will give more in dark times if they are given more in the light."

Malweig nods at you, turning and gently placing Ruby Neheli's body into the carriage.

"Let us go. Home calls, and neither of us can sleep."

EXPERIENCE POINT SUMMARY

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter 2

Defeat the risen Bodak.

APL 8: 300 xp.
APL 10: 360 xp.
APL 12: 400 xp.

Encounter 4A/4B

Defeat the guardians of Undercity

APL 8: 270 xp.
APL 10: 330 xp.
APL 12: 390 xp.

Encounter 5

Defeat Remble, the Woestave

APL 8: 330 xp.
APL 10: 390 xp.
APL 12: 450 xp.

Story Award

Recover Jewel of Ultholme and return it to Lord High Baron Draconis Eternal, Malweig I.

APL 8: 225 xp.
APL 10: 270 xp.
APL 12: 315 xp.

Discretionary Roleplaying Award

APL 8: 225 xp.
APL 10: 270 xp.
APL 12: 315 xp.

Total possible experience

APL 8: 1,125 xp.
APL 10: 1,350 xp.
APL 12: 1,575 xp.

TREASURE SUMMARY

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a "treasure" section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter's treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional adventure, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

L = Looted gear from enemy; C = Coin, Gems, Jewelry, and other valuables; M = Magic Items.

Encounter 2:

APL 8: L: 0 gp, C: 0 gp, M: 0.

APL 10: L: 0 gp, C: 0 gp, M: 0.

APL 12: L: 0 gp, C: 0 gp, M: 0.

Encounter 3 – Location 5

All APLs: L 0 gp, C: 0 gp, M: (Bag of holding III, Staff of size alteration, Manual of gainful exercise II, Scarab of protection, Ring of evasion, Wand of cure critical wounds) 175,400.

Encounter 4A/4B:

APL 8: L: 0 gp, C: 0 gp, M: 0.

APL 10: L: 0 gp, C: 0 gp, M: 0.

APL 12: L: 0 gp, C: 0 gp, M: 0.

Encounter 5:

APL 8: L: 4,900 gp, C: 2,500 gp, M: 3 +1 Great Falchions (3,450 ea), 2 Headband of Intellect +2 (4,000 ea), Gloves of Arrow Snaring (4,000) Cloak of Resistance +2 (4,000), item (X gp).

APL 10: L: 5,500 gp, C: 5,200 gp, M: 3 +1 Great Falchions (3,450 ea), 2 Headband of Intellect +2 (4,000 ea), Gloves of Arrow Snaring (4,000) (X gp), Gauntlets of Ogre Power (4,000), Cape of the Mountebank (10,080).

APL 12: L: 8,600 gp, C: 8,800 gp, M: 3 +1 Great Falchions (3,450 ea), 2 Headband of Intellect +2 (4,000 ea), Gloves of Arrow Snaring (4,000) (X gp), Gauntlets of Ogre Power (4,000), Cape of the Mountebank (10,080) Stone Salve (4,000), Staff of Fire (17,750).

Total Possible Treasure (Maximum Reward Allowed)

APL 8: L: 4,900 gp, C: 2,500 gp, M: X gp – Total: X gp (1,300 gp ea max).

APL 10: L: 5,500 gp, C: 5,200 gp, M: X gp – Total: X gp (2,300 gp ea max).

APL 12: L: 8,600 gp, C: 8,800 gp, M: X gp – Total: X gp (3,300 gp ea max).

ITEMS FOR THE ADVENTURE RECORD

Special

➤ **In Your Grave Early:** Foolhardy actions have their price. Death has seen you flaunt her will and is not pleased. The next five saving throws you make receive a -2 profane penalty, but only if failing the save will cost you hp damage. A Reflex save against a *fireball* would receive the penalty, but a Will save to resist a *hold person* would not. If you are a cleric of a deity who has Death or Repose

as a domain, you also find that your Healing spells are at +1 CL until this curse is ended. This curse can be removed with a *remove curse* (CL 13th).

☛ **Jewel of Ultholme:** You have succeeded in your mission and fulfilled the requirements of a letter of marque granted to you by Baron Malweig. News of your exploits quickly makes the rounds. Either you are spectacularly lucky or gifted. You receive from the hand of the Baron himself a special reward: a heraldship. Your character is now entitled to use the honorific “Herald of the Jewel” in any formal situation. This translates into a +2 circumstance bonus to Cha-based checks in situations where saying “Do you have any idea who I am?” might come in handy. No one you ask seems to be entirely sure if this sort of heraldship is legal or recognized, but the Baron does give you a very nice looking plaque to go along with it.

➤ **Heralds of Woe:** You are the bearer of bad tidings. Your steps are marked and your days are numbered. Inform your DM of this effect at every table you play for 1 year from the date on this Adventure Record.

☛ **Desert Design:** You have gained access (Frequency: Any) to the following items from *Sandstorm*: great falchion, khopesh, crescent scythe, scorpion claws.

☛ **Forgotten Lore:** As a token of appreciation, the Silent Ones are willing to locate an esoteric piece of dweomerwork for you. You gain access to learn one of the following spells from the *Spell Compendium*: *amanuensis*, *caltrops*, *electric jolt*, *launch bolt*, *corrosive grasp*, *incite*, *ray of clumsiness*, *weaponshift*, *heroics*, *ray of ice*, *rebuke*, *mass mage armor*, *sound lance*.

☛ **Neverfall:** You’ve made off with *Neverfall*, a greataxe crafted of purest truecrystal (has the same properties as steel). You must cleanse the greataxe in an expensive ritual (reflected by the cost of this item below) to wield it. *Neverfall* starts as a +1 greataxe. After using it to strike the killing blow against ten sentient beings (marked those blows below), the greater powers of the greataxe become available; you can upgrade the greataxe with any (or all) of the following enchantments at a cost as if you were paying for an upgrade via magic item creation (you pay the gp and xp cost of upgrading the item via MIC instead of the standard market price): *keen*, *throwing*, *speed*. Once the wielder has purchased one of these upgrades, *Neverfall* also grants this PC the Diehard feat as a bonus feat whenever the greataxe is being wielded.

Moderate Transformation; CL 10th; Prerequisites: cannot be crafted; Market Price: 2,320 gp (starting); Weight: 12 lbs.

Item Access

APL 8:

- Bag of Holding, Type III (Adventure; Dungeon Master's Guide)
- Cloak of Resistance +2 (Adventure; Dungeon Master's Guide)
- Gloves of Arrow Snaring (Adventure; Dungeon Master's Guide)
- Great Falchion (Adventure; Sandstorm)
- Large Full Plate (Adventure; Dungeon Master's Guide)
- Manual of Gainful Exercise +2 (Adventure; Dungeon Master's Guide)
- Neverfall (Adventure; See Above)
- Ring of Evasion (Adventure; Dungeon Master's Guide)
- Scarab of Protection (Adventure; Dungeon Master's Guide)
- Staff of Size Alteration (Adventure; Dungeon Master's Guide)
- Wand of Cure Critical Wounds (CL 7th; Adventure; DMG)

APL 10 (all of APL 8 plus the following):

- +1 Great Falchion (Adventure; Sandstorm)
- Cape of the Mountebank (Adventure; Dungeon Master's Guide)

APL 12 (all of APLs 8, 10 plus the following):

- Large +1 Full Plate (Adventure; Dungeon Master's Guide)
- Staff of Fire (Adventure; Dungeon Master's Guide)
- Stone Salve (Adventure; Dungeon Master's Guide)

Special – Spellbooks

📖 **Kemli's Spellbooks:** You have found the spellbooks of Kemli the Greater. There are a total of three spellbooks; each volume is available at a certain APL and above. They contain the following:

Spellbook I: 1st – mage armor, magic missile, true strike; 2nd – see invisibility, mirror image, scorching ray; 3rd – fireball, dispel magic. Price: 750 gp; Weight: 3 lbs.

Spellbook II: 3rd – lightning bolt, major image; 4th – wall of ice, enervation. Price: 700 gp; Weight: 3 lbs.

Spellbook III: 4th – ice storm; 5th – transmute rock to mud, cone of cold. Price: 700 gp; Weight: 3 lbs.

📖 **Remble's Spellbooks:** You have found the spellbooks of Remble the Woestave. There are a total of three spellbooks; each volume is available at a certain APL and above. They contain the following:

Spellbook I: 1st – magic missile, Tenser's floating disk, identify, mage armor, mount, unseen servant, comprehend languages, detect secret doors; 2nd – glitterdust, web, scorching ray, gust of wind, shatter; 3rd – fireball, stinking cloud, sleet storm, tongues, dispel magic. Price: 1,650 gp; Weight: 3 lbs.

Spellbook II: 4th – dimension door, Evard's black tentacles, fire shield, Otiluke's resilient sphere, mass enlarge person; 5th – wall of stone, cone of cold, sending. Price: 1,750 gp; Weight: 3 lbs.

Spellbook III: 5th – feblemind, telekinesis; 6th – acid fog, chain lightning. Price: 1,100 gp; Weight: 3 lbs.

Spellbook IV: 6th – true seeing, greater dispel magic; 7th – summon monster VII, delayed blast fireball, forcecage. Price: 1,650 gp; Weight: 3 lbs.

Item Access – Spellbooks

APL 8:

- Kemli's Spellbook I (Adventure; See Above)
- Remble's Spellbook I (Adventure; See Above)
- Remble's Spellbook II (Adventure; See Above)

APL 10 (all of APL 8 plus the following):

- Kemli's Spellbook II (Adventure; See Above)
- Remble's Spellbook III (Adventure; See Above)

APL 12 (all of APLs 8, 10 plus the following):

- Kemli's Spellbook III (Adventure; See Above)
- Remble's Spellbook IV (Adventure; See Above)

ENCOUNTER 2

Advanced, (2) Evolved Bodak: Medium Undead (Extraplanar); CR 11; HD 13d12; hp 84; Init +6; Spd 20 ft.; AC 22, touch 12, flat-footed 24 (+2 Dex, +10 natural); Base Atk/Grp: +10/+14; Full Atk +11 slam (1d8+6); SA Death Gaze, Spell-like abilities; SQ DR10/cold iron, darkvision 60', immunity to electricity, resistance to acid 10 and fire 10, undead traits, vulnerability to sunlight, fast healing; AL CE; SV Fort +4, Ref +6, Will +8; Str 18, Dex 15, Con -, Int 6, Wis 12, Cha 16. *Evolved Template) Libris Mortis*, page 99-100.

Skills & Feats: Listen +15, Move Silently +14, Spot +15; Alertness, Dodge, Improved Initiative, Weapon Focus (Slam), Ability Focus (Death Gaze)

Death Gaze (Su): Death, range 30 feet, Fortitude DC 21 negates. Humanoids who die from this attack are transformed into bodaks 24 hours later. The save DC is Charisma-based.

Fast Healing (Ex): An evolved undead heals 3 points of damage each round so long as it has at least 1 hit point.

Spell-Like Abilities: 2/day – *cone of cold* (DC 15)

Languages: Common.

Possessions: None.

ENCOUNTER 4A

Clay Golem: Large construct; CR 10; HD 11d10+30; hp 90; Init -1; Spd 20 ft.; AC 22, touch 8, flat-footed 22 (+14 natural, -1 size, -1 Dex); Base Atk/Grp: +8/+19; Atk +14 slam (2d10+7 plus cursed wound); Full Atk 2 +14 slams (2d10+7 plus cursed wound) SA Berserk, cursed wound; SQ Construct Traits, damage reduction 10/adamantine and bludgeoning, darkvision 60 ft, haste, immunity to magic, low-light vision; AL N; SV Fort +3, Ref +2, Will +3; Str 25, Dex 9, Con -, Int -, Wis 11, Cha 1.

Skills & Feats: None.

Berserk (Ex): When a clay golem enters combat, there is a cumulative 1% chance each round that its elemental spirit breaks free and the golem goes berserk. The uncontrolled golem goes on a rampage, attacking the nearest living creature or smashing some object smaller than itself if no creature is within reach, then moving on to spread more destruction. Once a clay golem goes berserk, no known method can reestablish control.

Cursed Wound (Ex): The damage a clay golem deals doesn't heal naturally and resists healing spells. A character attempting to cast a conjuration (healing) spell on a creature damaged by a clay golem must succeed on a DC 26 caster level check, or the spell has no effect on the injured character.

Immunity to Magic (Ex): A clay golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *move earth* spell drives the golem back 120 feet and deals 3d12 points of damage to it.

A *disintegrate* spell slows the golem (as the *slow* spell) for 1d6 rounds and deals 1d12 points of damage.

An *earthquake* spell cast directly at a clay golem stops it from moving on its next turn and deals 5d10 points of damage. The golem gets no saving throw against any of these effects.

Any magical attack against a clay golem that deals acid damage heals 1 point of damage for every 3 points of damage it would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a clay golem hit by the breath weapon of a black dragon heals 7 points of damage if the attack would have dealt 22 points of damage. A clay golem gets no saving throw against magical attacks that deal acid damage.

Haste (Su): After it has engaged in at least 1 round of combat, a clay golem can *haste* itself once per day as a free action. The effect lasts 3 rounds and is otherwise the same as the spell.

Languages: Understands Dwarven.

ENCOUNTER 4B

Advanced Spellstitched Cinderspawn: Large Undead (Fire); CR 8; HD 14d12+14; hp 105; Init +5; Spd 50 ft.; AC 17, touch 14, flat-footed 12 (-1 size, +5 Dex, +3 natural); Base Atk/Grp: +7/+12; Atk touch +11 melee (2d6 cold plus 1d6 Cha drain); Full Atk touch +11 melee (2d6 cold plus 1d6 Cha drain) SA Charisma drain, Spell-like abilities; SQ Damage Reduction 5/magic, Spell resistance 18, Turn resistance +2, elemental turning vulnerability, frostfire shield, immunity to fire, inescapable craving, undead traits, vulnerability to cold; AL CE; SV Fort +7, Ref +12, Will +9; Str 12, Dex 21, Con -, Int 11, Wis 12, Cha 17. *Cinderspawn: Libris Mortis page 91, Spellstitched: Monster Manual II page 215*

Skills & Feats: Jump +26, Listen +13, Move Silently +18, Spot +13; Dodge, Mobility, Spring Attack, Weapon Finesse, Improved Toughness.

Charisma Drain (Su): Living Creatures hit by a cinderspawn's touch attack must make a DC 20 Fortitude save or take 1d6 points of Charisma drain. (Creatures with the fire subtype take a -4 penalty on this save.) When a cinderspawn drains a victim's Charisma, it gains 5 temporary hit points, no matter how many points it drains. These temporary hit points last for up to 1 hour. The save DC is Charisma based.

Elemental Turning Vulnerability (Ex): A character who can turn undead and also turn fire creatures gains a +2 bonus on turning checks to turn a cinderspawn. A character who can rebuke undead and also rebuke fire creatures gets a +2 bonus on turning checks to rebuke a cinderspawn.

Frostfire Shield (Su): Any creature striking a cinderspawn with a natural or melee weapon (except for reach weapons) takes 1d6 points of cold damage as the cinderspawn drains its body heat.

Inescapable Craving: A cinderspawn has an inescapable craving for Charisma, which it satisfies by using its Charisma drain ability.

Turn Resistance (Ex): A spellstitched creature has +2 turn resistance. This value is added to the base creature's turn resistance (if any)

Spell Resistance: A spellstitched creature has spell resistance equal to 15 + base creature's Charisma bonus.

Languages: Ignan.

Spells Known/Prepared (2/2, save DC = 10 + spell level); 1st – *Ray of Enfeeblement* (2/day), *Magic Missile* (2/day); 2nd – *Web* (2/day), *Ghoul Touch* (2/day)

Possessions: None

Large Earth Necromental: Large Undead (Augmented Elemental, Earth, Extraplanar); CR 6; HD 8d12; hp 52; Init -1; Spd 20 ft.; AC 20, touch 8, flat-footed 20 (+12 natural, -1 size, -1 Dex); Base Atk/Grp: +6/+17; Atk slam +12 melee (2d8 +7 plus energy drain); Full Atk 2 slams +12 melee (2d8 +7 plus energy drain); SA Create spawn, earth mastery, energy drain, push; SQ Damage reduction 5/-, darkvision 60 ft, earth glide, elemental traits, fast healing 3, undead traits; SV Fort +8, Ref +1, Will +2; Str 25, Dex 8, Con -, Int 1, Wis 10, Cha 1. *Necromental, Libris Mortis*, page 113.

Skills & Feats: Listen +6, Spot +5; Cleave, Great Cleave, Great Fortitude, Power Attack

Create Spawn (Su): An elemental slain by a necromental's energy drain attack (see below) rises as a necromental 1d4 days after death

Earth Glide (Ex): An earth necromental can glide through stone, dirt or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing earth necromental flings the creature back 30 feet, stunning for one round unless it makes a DC 15 fortitude save.

Earth Mastery (Ex): An earth necromental gains a +1 bonus on attack rolls and damage rolls if both it and its opponent are touching the ground. If an opponent is airborne or waterborne, the necromental takes a -4 penalty on attack rolls and damage rolls. (These modifiers are not already calculated into the statistics above)

Elemental Traits: An earth necromental has immunity to poison, sleep effects, paralysis, and stunning. It is not subject to critical hits or flanking. It cannot be raised, reincarnated, or resurrected (though a *limited wish*, *wish*, *miracle* or *true resurrection* spell can restore life)

Energy Drain (Su): Living creatures hit by an earth necromental's natural weapon attack gain one negative level. An earth necromental can use its energy drain ability once per round. The save to remove the negative level 24 hours later has a DC of 14. When an earth

necromental bestows a negative level on a victim it gains 5 temporary hit points (10 on a critical hit). These temporary hit points last up to 1 hour.

Fast Healing (Ex): An earth necromental heals 3 points of damage each round as long as it has at least 1 hit points and it within 5 feet of earth, stone, or metal.

Push (Ex): An earth necromental can start a bull rush maneuver without provoking attacks of opportunity. The combat modifiers given in *Earth Mastery*, above, also apply to the necromental's opposed Strength checks.

Languages: Terran.

Possessions: None.

ENCOUNTER 5

Remble, Male Human Wizard 9 (Conjurer): medium humanoid; CR 9; HD 9d4+27; hp 50; Init +5; Spd 30 ft.; AC 11, touch 11, flat-footed 10 (+1 Dex); Base Atk/Grp: +4/+4; Full Atk +4 staff (1d8) or spells; SA none; SQ none; AL NG; SV Fort +7, Ref +4, Will +10; Str 10, Dex 12, Con 14, Int 20, Wis 14, Cha 12.

Skills & Feats: Concentration +16, Craft (Alchemy) +14, Knowledge (Arcana) +17, Knowledge (History) +16, Listen +3, Search +6, Spellcraft +18, Spot +3; Improved Initiative, Empower Spell, Spell Focus (Evocation), Improved Counterspell, Improved Toughness, Quicken Spell.

Languages: Common, Dwarven, Elven, Infernal.

Spells Prepared (4/7/6/5/4/3, save DC = 15 + spell level +1 if Evocation school): 0 – *Detect Magic* x2, *Read Magic* x2; 1st – *Magic Missile* x2, *Tenser's Floating Disk*, *Mage Armor*, *Comprehend Languages*, *Detect Secret Doors*; 2nd – *Glitterdust* x2, *Web* x2, *Gust of Wind*, *Scorching Ray*; 3rd – *Fireball* x2, *Stinking Cloud*, *Sleet Storm*, *Dispel Magic*; 4th – *Dimension Door*, *Enlarge Person*, *Mass Empowered Scorching Ray*, *Evard's Black Tentacles*; 5th – *Wall of Stone*, *Cone of Cold*, *Quickened Magic Missile*

Spellbook: Forbidden Schools: Illusion, Necromancy 0 – All; 1st – *Magic Missile*, *Tenser's Floating Disk*, *Identify*, *Mage Armor*, *Mount*, *Unseen Servant*, *Comprehend Languages*, *Detect Secret Doors*; 2nd – *Glitterdust*, *Web*, *Scorching Ray*, *Gust of Wind*, *Shatter*; 3rd – *Fireball*, *Stinking Cloud*, *Sleet Storm*, *Tongues*, *Dispel Magic*; 4th – *Dimension Door*, *Evard's Black Tentacles*, *Fire Shield*, *Otiluke's Resilient Sphere*, *Mass Enlarge Person*; 5th – *Wall of Stone*, *Cone of Cold*, *Sending*.

Possessions: Headband of Intellect +2, Cloak of Resistance +2, Gloves of Arrow Snaring, Robes, Quarterstaff, Spellbook, Spell Components.

Description: Remble is a tall and balding man who appears to be in his mid-thirties. His skin is leathery and dark, appearing rough to the touch. His eyes are so blue as to be almost white. The lower half of his left ear is missing. He wears dark robes that are finely stitched with arcane symbols on the hems. He smiles almost constantly and it appears to not be a forced smile.

Marrusaults (3), Erebus, Khekpen and Kemli the Lesser: Large Monstrous Humanoid; CR 5; HD 6d8+18; hp 45; Init +1; Spd 20 ft (Full Plate) 30 ft base.; AC 23, touch 10, flat-footed 22 (+5 natural, +8 armor, +1 Dex, -1

size); Base Atk/Grp: +6/+15; Atk Great Falchion +11 melee (1d12+7/18-20) or Bite +10 melee (1d8+5); Full Atk Great Falchion +11/+6 melee (1d12+7/18-20) and bite +5 melee (1d8+2); SA Howl of defiance, pounce; SQ Ferocity, Marruspawn Traits; AL N; SV Fort +7, Ref +6, Will +5; Str 20, Dex 12, Con 16, Int 7, Wis 10, Cha 14. *Marrusault - Sandstorm*, page 171.

Skills & Feats: Listen +7, Search +1, Spot +3; Cleave, Exotic Weapon Proficiency (Great Falchion), Great Fortitude, Power Attack, Weapon Focus (Great Falchion).

Howl of Defiance (Su): Once per day, a marrusault can loose a terrifying howl as a free action. All creatures except other marrusaults within 30 feet must succeed on a DC15 Will save or become fatigued. Those within 10 feet who fail their save become exhausted. The save DC is Charisma-based

Pounce (Ex): If a marrusault charges, it can make a full attack, including its bite attack

Ferocity (Ex): A marrusault is such a tenacious combatant that it continues to fight without penalty even while disabled or dying

Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only its presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated, whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire 5

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination
Languages: Marru.

Possessions: Full Plate, Great Falchion. ^{SS} Great Falchion – *Sandstorm* page 96-97

Description: Jacketed in coal-black full plate and clutching a prodigious scimitar, this jackal-headed humanoid looks like a juggernaut of death.

Marrutact, Kemli the Greater: Medium Monstrous Humanoid; CR 5; HD 7d8+7; hp 38; Init +5; Spd 30 ft.; AC 19, touch 11, flat-footed 18 (+1 Dex, +4 natural, +4 *mage armor*); Base Atk/Grp: +7/+7; Full Atk staff +8 melee (1d6); SA Howl of healing, Spells; SQ Marruspawn traits, spell resistance 16; AL N; SV Fort +3, Ref +6, Will +9; Str 11, Dex 13, Con 13, Int 18, Wis 18, Cha 16. *Marrutact - Sandstorm*, page 171.

Skills & Feats: Concentration +11, Hide +11, Knowledge (arcana) +14, Knowledge (history) +14, Knowledge (geography) +14, Listen +8, Spellcraft +16, Survival +4(+6 to avoid getting lost or avoid hazards); Combat Expertise, Dodge, Improved Initiative.

Howl of Healing (Su): Once per day, a marrutact can loose a regenerative howl as a free action. All marruspawn pledged to the howling marrutact within 30 feet heal 3d8+5 points of damage. Those within 10 feet heal and extra 1d8+1 points of damage.

Spells: A marrutact casts spells as a 5th level wizard
Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only its presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid

becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated, whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire
5

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination.

Languages: Marru, Common.

Spells Prepared (Caster level 5th) (X/X/X, save DC = 14 + spell level): 0 – Daze, Disrupt Undead, Mage Hand, Resistance; 1st – Mage Armor, Magic Missile x2, True Strike; 2nd – See Invisibility, Mirror Image Scorching Ray; 3rd – Fireball, Dispel Magic

Spellbook: 0 – Daze, Disrupt Undead, Mage Hand, Resistance; 1st – Mage Armor, Magic Missile x2, True Strike; 2nd – See Invisibility, Mirror Image Scorching Ray; 3rd – Fireball, Dispel Magic

Possessions: Staff, robes.

Description: This tall, gaunt humanoid wears sand-brown robes and a voluminous hood that fails to hide its jackallike visage. Wielding a staff intricately carved to resemble a slender double helix, the creature commands respect with its mere presence.

ENCOUNTER 2

Advanced, Evolved (2) Bodak: Large Undead (Extraplanar); CR 13; HD 17d12+17; hp 127; Init +5; Spd 20 ft.; AC 22, touch 11, flat-footed 22 (+1 Dex, +12 natural, -1 size); Base Atk/Grp: +15/+19; Full Atk +16 slam (2d6+12); SA Death Gaze, Spell-like abilities; SQ DR10/cold iron, darkvision 60', immunity to electricity, resistance to acid 10 and fire 10, undead traits, vulnerability to sunlight, fast healing; AL CE; SV Fort +5, Ref +6, Will +10; Str 26, Dex 13, Con -, Int 6, Wis 12, Cha 17. *Evolved Template*) *Libris Mortis*, page 99-100.

Skills & Feats: Listen +19, Move Silently +18, Spot +19; Alertness, Dodge, Improved Initiative, Weapon Focus (Slam), Ability Focus (Death Gaze), Improved Toughness

Death Gaze (Su): Death, range 30 feet, Fortitude DC 23 negates. Humanoids who die from this attack are transformed into bodaks 24 hours later. The save DC is Charisma-based.

Fast Healing (Ex): An evolved undead heals 3 points of damage each round so long as it has at least 1 hit point.

Spell-Like Abilities: 2/day – *cone of cold* (DC 15)

Languages: Common.

Possessions:

ENCOUNTER 4A

Advanced Stone Golem: Large Construct; CR 12; HD 18d10 +30; hp 129; init -1; Spd 20 ft.; AC 26, touch 8, flat-footed 26 (-1 size, -1 Dex, +18 natural) Base Atk/Grp: +13/+27; Atk +22 slam (2d10+10) Full Atk 2 +21 slam (2d10+10) SA Slow; SQ Construct traits, damage reduction 10/adamantine, darkvision 60', immunity to magic, low-light vision AL N; SV Fort +6, Ref +5, Will +6; Str 30, Dex 9, Con -, Int -, Wis 11, Cha 1.

Skills & Feats: None.

Slow (Su): A stone golem can use a *slow* effect, as the spell, as a free action once every 2 rounds. The effect has a range of 10 feet and a duration of 7 rounds, requiring a DC 17 Will save to negate. The save DC is Constitution-based.

Immunity to Magic (Ex): A stone golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *transmute rock to mud* spell slows a stone golem (as the *slow* spell) for 2d6 rounds, with no saving throw, while *transmute mud to rock* heals all of its lost hit points.

A *stone to flesh* spell does not actually change the golem's structure but negates its damage reduction and immunity to magic for 1 full round.

ENCOUNTER 4B

Advanced Spellstitched Cinderspawn: Huge Undead (Fire); CR 10; HD 18d12+18; hp 135; Init +3; Spd 50 ft.; AC 18, touch 14, flat-footed 16 (-2 size, +4 Dex, +6 natural); Base Atk/Grp: +9/+20; Atk touch +12 melee (2d6 cold plus 1d6 Cha drain); Full Atk touch +12 melee (2d6 cold plus 1d6 Cha drain) SA Charisma drain, Spell-like abilities; SQ Damage Reduction 5/magic, Spell resistance 18, Turn resistance +2, elemental turning vulnerability, frostfire shield, immunity to fire, inescapable craving, undead traits, vulnerability to cold; AL CE; SV Fort +9, Ref +14, Will +12; Str 20, Dex 19, Con -, Int 11, Wis 13, Cha 17. *Cinderspawn:* *Libris Mortis* page 91, *Spellstitched: Monster Manual II* page 215

Skills & Feats: Jump +30, Listen +17, Move Silently +22, Spot +17; Dodge, Mobility, Spring Attack, Weapon Finesse, Improved Toughness Ability Focus (Charisma Drain).

Charisma Drain (Su): Living Creatures hit by a cinderspawn's touch attack must make a DC 24 Fortitude save or take 1d6 points of Charisma drain. (Creatures with the fire subtype take a -4 penalty on this save.) When a cinderspawn drains a victim's Charisma, it gains 5 temporary hit points, no matter how many points it drains. These temporary hit points last for up to 1 hour. The save DC is Charisma based.

Elemental Turning Vulnerability (Ex): A character who can turn undead and also turn fire creatures gains a +2 bonus on turning checks to turn a cinderspawn. A character who can rebuke undead and also rebuke fire creatures gets a +2 bonus on turning checks to rebuke a cinderspawn.

Frostfire Shield (Su): Any creature striking a cinderspawn with a natural or melee weapon (except for reach weapons) takes 1d6 points of cold damage as the cinderspawn drains its body heat.

Inescapable Craving: A cinderspawn has an inescapable craving for Charisma, which it satisfies by using its Charisma drain ability.

Turn Resistance (Ex): A spellstitched creature has +2 turn resistance. This value is added to the base creature's turn resistance (if any)

Spell Resistance: A spellstitched creature has spell resistance equal to 15 + base creature's Charisma bonus.

Languages: Ignan.

Spells Known/Prepared (2/2, save DC = 10 + spell level); 1st – *Ray of Enfeeblement* (2/day), *Magic Missile* (2/day); 2nd – *Web* (2/day), *Ghoul Touch* (2/day)

Possessions: None

Huge Earth Necromental: Huge Undead (Augmented Elemental, Earth, Extraplanar); CR 8; HD 16d12; hp 104; Init -1; Spd 30 ft.; AC 18, touch 7, flat-footed 18 (+11 natural, -2 size, -1 Dex); Base Atk/Grp: +12/+29; Atk slam

+19 melee (2d10 +9 plus energy drain); Full Atk 2 slams +19 melee (2d10 +9 plus energy drain); SA Create spawn, earth mastery, energy drain, push; SQ Damage reduction 5/-, darkvision 60 ft, earth glide, elemental traits, fast healing 3, undead traits; SV Fort +15, Ref +4, Will +7; Str 29, Dex 8, Con -, Int 1, Wis 12, Cha 1. *Necromental, Libris Mortis*, page 113.

Skills & Feats: Listen +10, Spot +9; Cleave, Great Cleave, Great Fortitude, Power Attack, Awesome Blow, Iron Will, Improved Bull Rush

Create Spawn (Su): An elemental slain by a necromental's energy drain attack (see below) rises as a necromental 1d4 days after death

Earth Glide (Ex): An earth necromental can glide through stone, dirt or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing earth necromental flings the creature back 30 feet, stunning for one round unless it makes a DC 15 fortitude save.

Earth Mastery (Ex): An earth necromental gains a +1 bonus on attack rolls and damage rolls if both it and its opponent are touching the ground. If an opponent is airborne or waterborne, the necromental takes a -4 penalty on attack rolls and damage rolls. (These modifiers are not already calculated into the statistics above)

Elemental Traits: An earth necromental has immunity to poison, sleep effects, paralysis, and stunning. It is not subject to critical hits or flanking. It cannot be raised, reincarnated, or resurrected (though a *limited wish*, *wish*, *miracle* or *true resurrection* spell can restore life)

Energy Drain (Su): Living creatures hit by an earth necromental's natural weapon attack gain one negative level. An earth necromental can use its energy drain ability once per round. The save to remove the negative level 24 hours later has a DC of 14. When an earth necromental bestows a negative level on a victim it gains 5 temporary hit points (10 on a critical hit). These temporary hit points last up to 1 hour.

Fast Healing (Ex): An earth necromental heals 3 points of damage each round as long as it has at least 1 hit points and it within 5 feet of earth, stone, or metal.

Push (Ex): An earth necromental can start a bull rush maneuver without provoking attacks of opportunity. The combat modifiers given in Earth Mastery, above, also apply to the necromental's opposed Strength checks.

Languages: Terran.

Possessions: None.

ENCOUNTER 5

Remble, Male Human Wizard 11 (Conjurer): medium humanoid; CR 11; HD 11d4+33; hp 61; Init +5; Spd 30 ft.; AC 11, touch 11, flat-footed 10 (+1 Dex); Base Atk/Grp: +5/+5; Full Atk +5 staff (1d6) or spells; SA none; SQ none; AL NG; SV Fort +7, Ref +4, Will +11; Str 10, Dex 12, Con 14, Int 20, Wis 14, Cha 12.

Skills & Feats: Concentration +18, Craft (Alchemy) +16, Knowledge (Arcana) +19, Knowledge (History) +18, Listen +4, Search +7, Spellcraft +20, Spot +5; Improved Initiative, Empower Spell, Spell Focus (Evocation), Improved Counterspell, Improved Toughness, Quicken Spell, Silent Spell.

Languages: Common, Dwarven, Elven, Infernal.

Spells Prepared (4/7/6/6/5/4/2, save DC = 15 + spell level +1 if Evocation school): 0 – Detect Magic x2, Read Magic x2; 1st – Magic Missile x2, Tenser's Floating Disk, Mage Armor, Comprehend Languages, Detect Secret Doors; 2nd – Glitterdust x2, Web x2, Gust of Wind, Scorching Ray; 3rd – Fireball x2, Stinking Cloud, Sleet Storm, Dispel Magic x2; 4th – Dimension Door, Enlarge Person, Mass, Empowered Scorching Ray, Evard's Black Tentacles, Otiluke's Resilient Sphere; 5th – Wall of Stone, Cone of Cold, Quicken Magic Missile, Feeblemind; 6th – Acid Fog, Chain Lightning

Spellbook: Forbidden Schools: Illusion, Necromancy
0 – All; 1st – Magic Missile, Tenser's Floating Disk, Identify, Mage Armor, Mount, Unseen Servant, Comprehend Languages, Detect Secret Doors; 2nd – Glitterdust, Web, Scorching Ray, Gust of Wind, Shatter; 3rd – Fireball, Stinking Cloud, Sleet Storm, Tongues, Dispel Magic; 4th – Dimension Door, Evard's Black Tentacles, Fire Shield, Otiluke's Resilient Sphere, Enlarge Person, Mass; 5th – Wall of Stone, Cone of Cold, Sending, Feeblemind, Telekinesis; 6th – Acid Fog, Chain Lightning

Possessions: Headband of Intellect +2, Cloak of Resistance +2, Gloves of Arrow Snaring, Cape of the Mountebank, Robes, Quarterstaff, Spellbook, Spell Components.

Description: Remble is a tall and balding man who appears to be in his mid-thirties. His skin is leathery and dark, appearing rough to the touch. His eyes are so blue as to be almost white. The lower half of his left ear is missing. He wears dark robes that are finely stitched with arcane symbols on the hems. He smiles almost constantly and it appears to not be a forced smile.

Marrusaults (3), Erebus, Kheksen and Kemli the Lesser, Fighter 2: Large Monstrous Humanoid; CR 7; HD 6d8+2d10+24; hp 62; Init +1; Spd 20 ft (Full Plate) 30 ft base; AC 23, touch 10, flat-footed 22 (+5 natural, +8 armor, +1 Dex, -1 size); Base Atk/Grp: +8/+18; Atk Great Falchion +15 melee (1d12+10/15-20) or Bite +13 melee (1d8+5); Full Atk Great Falchion +15/+10 melee (1d12+10/15-20) and bite +7 melee (1d8+3); SA Howl of defiance, pounce; SQ Ferocity, Marruspawn Traits; AL N; SV Fort +7, Ref +6, Will +5; Str 23, Dex 12, Con 16, Int 7, Wis 10, Cha 14. *Marrusault - Sandstorm*, page 171.

Skills & Feats: Listen +7, Search +1, Spot +3, Climb +1; Cleave, Exotic Weapon Proficiency (Great Falchion), Great Fortitude, Power Attack, Weapon Focus (Great Falchion) Improved Critical (Great Falchion).

Howl of Defiance (Su): Once per day, a marrsault can loose a terrifying howl as a free action. All creatures except other marrusaults within 30 feet must succeed on a DC15 Will save or become fatigued. Those within 10 feet who fail their save become exhausted. The save DC is Charisma-based

Pounce (Ex): If a marrusault charges, it can make a full attack, including its bite attack

Ferocity (Ex): A marrusault is such a tenacious combatant that it continues to fight without penalty even while disabled or dying

Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only its presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated, whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire 5

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination

Languages: Marru.

Possessions: Full Plate, Great Falchion +1, Gauntlets of Ogre Power. ^{SS} Great Falchion – *Sandstorm* page 96-97

Description: Jacketed in coal-black full plate and clutching a prodigious scimitar, this jackal-headed humanoid looks like a juggernaut of death.

Marrutact, Kemli the Greater, Wizard 2: Medium Monstrous Humanoid; CR 7; HD 7d8+2d4+18; hp 58; Init +5; Spd 30 ft.; AC 19, touch 11, flat-footed 18 (+1 Dex, +4 natural, +4 *mage armor*); Base Atk/Grp: +8/+8; Full Atk staff +8 melee (1d6); SA Howl of healing, Spells; SQ Marruspawn traits, spell resistance 16; AL N; SV Fort +3,

Ref +6, Will +12; Str 11, Dex 13, Con 13, Int 18, Wis 20, Cha 16. *Marrutact - Sandstorm*, page 171.

Skills & Feats: Concentration +13, Hide +13, Knowledge (arcana) +16, Knowledge (history) +16, Knowledge (geography) +16, Listen +10, Spellcraft +118, Survival +6(+8 to avoid getting lost or avoid hazards); Combat Expertise, Dodge, Improved Initiative, Scribe Scroll, Improved Toughness.

Howl of Healing (Su): Once per day, a marrutact can loose a regenerative howl as a free action. All marruspawn pledged to the howling marrutact within 30 feet heal 3d8+5 points of damage. Those within 10 feet heal and extra 1d8+1 points of damage.

Spells: A marrutact casts spells as a 5th level wizard

Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only its presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated, whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire 5

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination.

Languages: Marru, Common.

Spells Prepared (Caster level 7th) (4/6/4/3/2, save DC = 15 + spell level): 0 – *Daze*, *Disrupt Undead*, *Mage Hand*, *Resistance*; 1st – *Mage Armor*, *Magic Missile* x4, *True Strike*; 2nd

– See *Invisibility*, *Mirror Image*, *Scorching Ray* x2; 3rd – *Fireball* x2, *Dispel Magic*. 4th – *Wall of Ice*, *Enervation*

Spellbook: o – *Daze*, *Disrupt Undead*, *Mage Hand*, *Resistance*; 1st – *Mage Armor*, *Magic Missile* x2, *True Strike*; 2nd – See *Invisibility*, *Mirror Image*, *Scorching Ray*; 3rd – *Fireball*, *Dispel Magic*, *Lightning Bolt*. Major Image 4th – *Wall of Ice*, *Enervation*

Possessions: Staff, robes, Headband of Intellect +2.

Description: This tall, gaunt humanoid wears sand-brown robes and a voluminous hood that fails to hide its jackallike visage. Wielding a staff intricately carved to resemble a slender double helix, the creature commands respect with its mere presence.

APPENDIX 3 – APL 12

ENCOUNTER 2

Advanced, Evolved (3) Bodak: Large Undead (Extraplanar); CR 15; HD 25d12+25; hp 187; Init +5; Spd 20 ft.; AC 22, touch 11, flat-footed 22 (+1 Dex, +12 natural, -1 size); Base Atk/Grp: +20/+24; Full Atk +21 slam (3d6+12); SA Death Gaze, Spell-like abilities; SQ DR10/cold iron, darkvision 60', immunity to electricity, resistance to acid 10 and fire 10, undead traits, vulnerability to sunlight, fast healing; AL CE; SV Fort +7, Ref +8, Will +17; Str 26, Dex 13, Con -, Int 6, Wis 12, Cha 17. *Evolved Template*) *Libris Mortis*, page 99-100.

Skills & Feats: Listen + 27, Move Silently +26, Spot +27; Alertness, Dodge, Improved Initiative, Weapon Focus (Slam), Ability Focus (Death Gaze), Improved Toughness, Improved Natural Attack (Slam), Quicken Spell-Like Ability (Cone of Cold), Empower Spell-Like Ability (Cone of Cold).

Death Gaze (Su): Death, range 30 feet, Fortitude DC 27 negates. Humanoids who die from this attack are transformed into bodaks 24 hours later. The save DC is Charisma-based.

Fast Healing (Ex): An evolved undead heals 3 points of damage each round so long as it has at least 1 hit point.

Spell-Like Abilities: 2/day – *cone of cold* (DC 15)

Languages: Common.

Possessions: None.

ENCOUNTER 4A

Advanced Clay Golem: huge construct; CR 14; HD 23d10+30; hp 157; Init -2; Spd 20 ft.; AC 23, touch 7, flat-footed 23 (+17 natural, -2 size, -2 Dex); Base Atk/Grp: +15/+36; Atk +28 slam (4d8+13 plus cursed wound); Full Atk 2 +14 slams (4d8+13 plus cursed wound) SA Berserk, cursed wound; SQ Construct Traits, damage reduction 10/adamantine and bludgeoning, darkvision 60 ft, haste, immunity to magic, low-light vision; AL N; SV Fort +9, Ref +8, Will +9; Str 36, Dex 7, Con -, Int -, Wis 11, Cha 1.

Skills & Feats: None.

Berserk (Ex): When a clay golem enters combat, there is a cumulative 1% chance each round that its elemental spirit breaks free and the golem goes berserk. The uncontrolled golem goes on a rampage, attacking the nearest living creature or smashing some object smaller than itself if no creature is within reach, then moving on to spread more destruction. Once a clay golem goes berserk, no known method can reestablish control.

Cursed Wound (Ex): The damage a clay golem deals doesn't heal naturally and resists healing spells. A character attempting to cast a conjuration (healing) spell on a creature damaged by a clay golem must succeed on a DC 26 caster level check, or the spell has no effect on the injured character.

Immunity to Magic (Ex): A clay golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *move earth* spell drives the golem back 120 feet and deals 3d12 points of damage to it.

A *disintegrate* spell slows the golem (as the *slow* spell) for 1d6 rounds and deals 1d12 points of damage.

An *earthquake* spell cast directly at a clay golem stops it from moving on its next turn and deals 5d10 points of damage. The golem gets no saving throw against any of these effects.

Any magical attack against a clay golem that deals acid damage heals 1 point of damage for every 3 points of damage it would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a clay golem hit by the breath weapon of a black dragon heals 7 points of damage if the attack would have dealt 22 points of damage. A clay golem gets no saving throw against magical attacks that deal acid damage.

Haste (Su): After it has engaged in at least 1 round of combat, a clay golem can *haste* itself once per day as a free action. The effect lasts 3 rounds and is otherwise the same as the spell.

Languages: Understands Dwarven

ENCOUNTER 4B

Advanced Spellstitched Cinderspawn: Huge Undead (Fire); CR 10; HD 18d12+18; hp 135; Init +3; Spd 50 ft.; AC 18, touch 14, flat-footed 16 (-2 size, +4 Dex, +6 natural); Base Atk/Grp: +9/+20; Atk touch +12 melee (2d6 cold plus 1d6 Cha drain); Full Atk touch +12 melee (2d6 cold plus 1d6 Cha drain) SA Charisma drain, Spell-like abilities; SQ Damage Reduction 5/magic, Spell resistance 18, Turn resistance +2, elemental turning vulnerability, frostfire shield, immunity to fire, inescapable craving, undead traits, vulnerability to cold; AL CE; SV Fort +9, Ref +14, Will +12; Str 20, Dex 19, Con -, Int 11, Wis 13, Cha 17. *Cinderspawn:* *Libris Mortis* page 91, *Spellstitched: Monster Manual II* page 215

Skills & Feats: Jump +30, Listen +17, Move Silently +22, Spot +17; Dodge, Mobility, Spring Attack, Weapon Finesse, Improved Toughness Ability Focus (Charisma Drain).

Charisma Drain (Su): Living Creatures hit by a cinderspawn's touch attack must make a DC 24 Fortitude save or take 1d6 points of Charisma drain. (Creatures with the fire subtype take a -4 penalty on this save.) When a cinderspawn drains a victim's Charisma, it gains 5 temporary hit points, no matter how many points it drains. These temporary hit points last for up to 1 hour. The save DC is Charisma based.

Elemental Turning Vulnerability (Ex): A character who can turn undead and also turn fire

creatures gains a +2 bonus on turning checks to turn a cinderspawn. A character who can rebuke undead and also rebuke fire creatures gets a +2 bonus on turning checks to rebuke a cinderspawn.

Frostfire Shield (Su): Any creature striking a cinderspawn with a natural or melee weapon (except for reach weapons) takes 1d6 points of cold damage as the cinderspawn drains its body heat.

Inescapable Craving: A cinderspawn has an inescapable craving for Charisma, which it satisfies by using its Charisma drain ability.

Turn Resistance (Ex): A spellstitched creature has +2 turn resistance. This value is added to the base creature's turn resistance (if any)

Spell Resistance: A spellstitched creature has spell resistance equal to 15 + base creature's Charisma bonus.

Languages: Ignan.

Spells Known/Prepared (2/2, save DC = 10 + spell level); 1st – *Ray of Enfeeblement* (2/day), *Magic Missile* (2/day); 2nd – *Web* (2/day), *Ghoul Touch* (2/day)

Possessions: None

Greater Huge Evolved (1) Spellstitched Earth

Necromental: Huge Undead (Augmented Elemental, Earth, Extraplanar); CR 12; HD 21d12; hp 137; Init -2; Spd 30 ft.; AC 21, touch 7, flat-footed 21 (+14 natural, -2 size, -1 Dex); Base Atk/Grp: +15/+33; Atk slam +23 melee (2d10 +10 plus energy drain); Full Atk 2 slams +23 melee (2d10+10 plus energy drain); SA Create spawn, earth mastery, energy drain, push, spell-like ability; SQ Damage reduction 10/-, darkvision 60 ft, earth glide, elemental traits, fast healing 3, undead traits, spell resistance 15. Turn resistance +2; SV Fort +17, Ref +6, Will +9; Str 31, Dex 8, Con -, Int 1, Wis 13, Cha 1. *Necromental, Libris Mortis*, page 113, *Spellstitched: Monster Manual II* page 215.

Skills & Feats: Listen +14, Spot +14; Alertness Cleave, Great Cleave, Great Fortitude, Power Attack, Awesome Blow, Iron Will, Improved Bull Rush, Improved Sunder

Create Spawn (Su): An elemental slain by a necromental's energy drain attack (see below) rises as a necromental 1d4 days after death

Earth Glide (Ex): An earth necromental can glide through stone, dirt or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence A *move earth* spell cast on an area containing a burrowing earth necromental flings the creature back 30 feet, stunning for one round unless it makes a DC 15 fortitude save.

Earth Mastery (Ex): An earth necromental gains a +1 bonus on attack rolls and damage rolls if both it and its opponent are touching the ground. If an opponent is airborne or waterborne, the necromental takes a -4 penalty on attack rolls and damage rolls. (These modifiers are not already calculated into the statistics above)

Elemental Traits: An earth necromental has immunity to poison, sleep effects, paralysis, and stunning. It is not subject to critical hits or flanking. It cannot be raised, reincarnated, or resurrected (though a

limited wish, wish, miracle or true resurrection spell can restore life)

Energy Drain (Su): Living creatures hit by an earth necromental's natural weapon attack gain one negative level. An earth necromental can use its energy drain ability once per round. The save to remove the negative level 24 hours later has a DC of 14. When an earth necromental bestows a negative level on a victim it gains 5 temporary hit points (10 on a critical hit). These temporary hit points last up to 1 hour.

Fast Healing (Ex): An earth necromental heals 3 points of damage each round as long as it has at least 1 hit points and it within 5 feet of earth, stone, or metal.

Push (Ex): An earth necromental can start a bull rush maneuver without provoking attacks of opportunity. The combat modifiers given in *Earth Mastery*, above, also apply to the necromental's opposed Strength checks.

Turn Resistance (Ex): A spellstitched creature has +2 turn resistance. This value is added to the base creature's turn resistance (if any)

Spell-Like Ability: 1/day- *Cone of Cold* (DC 15)

Languages: Terran.

Spells Known/Prepared (2/2, save DC = 10 + spell level); 1st – *Ray of Enfeeblement* (2/day), *Magic Missile* (2/day); 2nd – *Web* (2/day), *Ghoul Touch* (2/day)

Possessions: None

ENCOUNTER 5

Remble, Male Human Wizard 13 (Conjurer): medium humanoid; CR 13; HD 13d4+39; hp 72; Init +5; Spd 30 ft.; AC 11, touch 11, flat-footed 10 (+1 Dex); Base Atk/Grp: +6/+6; Full Atk +6/+1 staff (1d6) or spells; SA none; SQ none; AL NG; SV Fort +7, Ref +4, Will +11; Str 10, Dex 12, Con 14, Int 21, Wis 14, Cha 12.

Skills & Feats: Concentration +20, Craft (Alchemy) +18, Knowledge (Arcana) +21, Knowledge (History) +20, Listen +6, Search +9, Spellcraft +22, Spot +7; Improved Initiative, Empower Spell, Spell Focus (Evocation), Improved Counterspell, Improved Toughness, Quicken Spell, Silent Spell, Widen Spell.

Languages: Common, Dwarven, Elven, Infernal.

Spells Prepared (4/7/6/6/6/5/3/2, save DC = 15 + spell level +1 if Evocation school): 0 – *Detect Magic* x2, *Read Magic* x2; 1st – *Magic Missile* x2, *Tenser's Floating Disk*, *Mage Armor*, *Comprehend Languages*, *Detect Secret Doors*; 2nd – *Glitterdust* x2, *Web* x2, *Gust of Wind*, *Scorching Ray*; 3rd – *Fireball* x2, *Stinking Cloud*, *Sleet Storm*, *Dispel Magic* x2; 4th – *Dimension Door* x2, *Mass Enlarge Person*, *Empowered Scorching Ray*, *Evard's Black Tentacles*, *Otiluke's Resilient Sphere*; 5th – *Wall of Stone*, *Cone of Cold*, *Quickened Magic Missile* x2, *Feeblemind*; 6th – *Acid Fog*, *Chain Lightning*, *Dispel Magic*, *Greater*; 7th – *Summon Monster VII*, *Widened Evard's Black Tentacles*

Spellbook: Forbidden Schools: Illusion, Necromancy 0 – All; 1st – *Magic Missile*, *Tenser's Floating Disk*, *Identify*, *Mage Armor*, *Mount*, *Unseen Servant*, *Comprehend Languages*, *Detect Secret Doors*; 2nd – *Glitterdust*, *Web*, *Scorching Ray*, *Gust of Wind*, *Shatter*; 3rd – *Fireball*, *Stinking Cloud*, *Sleet Storm*,

Tongues, *Dispel Magic*; 4th – *Dimension Door*, *Evard's Black Tentacles*, *Fire Shield*, *Otiluke's Resilient Sphere*, *Mass Enlarge Person*; 5th – *Wall of Stone*, *Cone of Cold*, *Sending*, *Feeblemind*, *Telekinesis*; 6th – *Acid Fog*, *Chain Lightning*, *True Seeing*, *Greater Dispel Magic*; 7th – *Summon Monster VII*, *Delayed Blast Fireball*, *Forcecage*

Possessions: Headband of Intellect +2, Cloak of Resistance +2, Gloves of Arrow Snaring, Cape of the Mountebank, Staff of Fire (31 Charges) Robes, Quarterstaff, Spellbook, Spell Components.

Description: Remble is a tall and balding man who appears to be in his mid-thirties. His skin is leathery and dark, appearing rough to the touch. His eyes are so blue as to be almost white. The lower half of his left ear is missing. He wears dark robes that are finely stitched with arcane symbols on the hems. He smiles almost constantly and it appears to not be a forced smile.

Marrusaults (3), Erebus, Khekpen and Kemli the Lesser Fighter 4:

Large Monstrous Humanoid; CR 9; HD 6d8+4d10+36; hp 85; Init +1; Spd 20 ft (Full Plate) 30 ft base.; AC 24, touch 10, flat-footed 22 (+5 natural, +9 armor, +1 Dex, -1 size); Base Atk/Grp: +10/+21; Atk Great Falchion +18 melee (1d12+13/15-20) or Bite +16 melee (1d8+6); Full Atk Great Falchion +18/+13 melee (1d12+13/15-20) and bite +11 melee (1d8+6); SA Howl of defiance, pounce; SQ Ferocity, Marruspawn Traits; AL N; SV Fort +7, Ref +6, Will +5; Str 24, Dex 12, Con 16, Int 7, Wis 10, Cha 14. *Marrusault - Sandstorm*, page 171.

Skills & Feats: Listen +7, Search +1, Spot +3, Climb +3; Cleave, Exotic Weapon Proficiency (Great Falchion), Great Fortitude, Power Attack, Weapon Focus (Great Falchion) Improved Critical (Great Falchion) Weapon Specialization (Great Falchion).

Howl of Defiance (Su): Once per day, a marrusault can loose a terrifying howl as a free action. All creatures except other marrusaults within 30 feet must succeed on a DC15 Will save or become fatigued. Those within 10 feet who fail their save become exhausted. The save DC is Charisma-based

Pounce (Ex): If a marrusault charges, it can make a full attack, including its bite attack

Ferocity (Ex): A marrusault is such a tenacious combatant that it continues to fight without penalty even while disabled or dying

Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only it's presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating

hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated, whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire 5

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination

Languages: Marru.

Possessions: Full Plate +1, Great Falchion +1, Gauntlets of Ogre Power. ^{SS}Great Falchion – *Sandstorm* page 96-97

Description: Jacketed in coal-black full plate and clutching a prodigious scimitar, this jackal-headed humanoid looks like a juggernaut of death.

Marrutact, Kemli the Greater, Wizard 4: Medium Monstrous Humanoid; CR 9; HD 7d8+4d4+31; hp 80; Init +5; Spd 30 ft.; AC 19, touch 11, flat-footed 18 (+1 Dex, +4 natural, +4 *mage armor*); Base Atk/Grp: +9/+9; Full Atk staff +9/+4 melee (1d6); SA Howl of healing, Spells; SQ Marruspawn traits, spell resistance 16; AL N; SV Fort +4, Ref +7, Will +13; Str 11, Dex 13, Con 14, Int 20, Wis 18, Cha 16. *Marrutact - Sandstorm*, page 171.

Skills & Feats: Concentration +15, Hide +15, Knowledge (arcana) +18, Knowledge (history) +18, Knowledge (geography) +18, Listen +10, Spellcraft +20, Survival +8(+10 to avoid getting lost or avoid hazards); Combat Expertise, Dodge, Improved Initiative, Scribe Scroll, Improved Toughness.

Howl of Healing (Su): Once per day, a marrutact can loose a regenerative howl as a free action. All marruspawn pledged to the howling marrutact within 30 feet heal 3d8+5 points of damage. Those within 10 feet heal and extra 1d8+1 points of damage.

Spells: A marrutact casts spells as a 5th level wizard

Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only its presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated, whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire 5.

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination.

Languages: Marru, Common.

Spells Prepared (Caster level 9th) (4/6/4/4/3/2, save DC = 15 + spell level): 0 – Daze, Disrupt Undead, Mage Hand, Resistance; 1st – Mage Armor, Magic Missile x4, True Strike; 2nd – See Invisibility, Mirror Image, Scorching Ray x2; 3rd – Fireball x2, Dispel Magic. 4th – Wall of Ice, Enervation, Ice Storm 5th – Transmute Rock to Mud, Cone of Cold

Spellbook: 0 – Daze, Disrupt Undead, Mage Hand, Resistance; 1st – Mage Armor, Magic Missile x2, True Strike; 2nd – See Invisibility, Mirror Image Scorching Ray; 3rd – Fireball, Dispel Magic, Lightning Bolt. Major Image 4th – Wall of Ice, Enervation, Ice Storm; 5th – Transmute Rock to Mud, Cone of Cold

Possessions: Staff, robes, Headband of Intellect +2, Stone Salve.

Description: This tall, gaunt humanoid wears sand-brown robes and a voluminous hood that fails to hide its jackallike visage. Wielding a staff intricately carved to resemble a slender double helix, the creature commands respect with its mere presence.

APPENDIX 4 – ALL APLS

ENCOUNTER 3

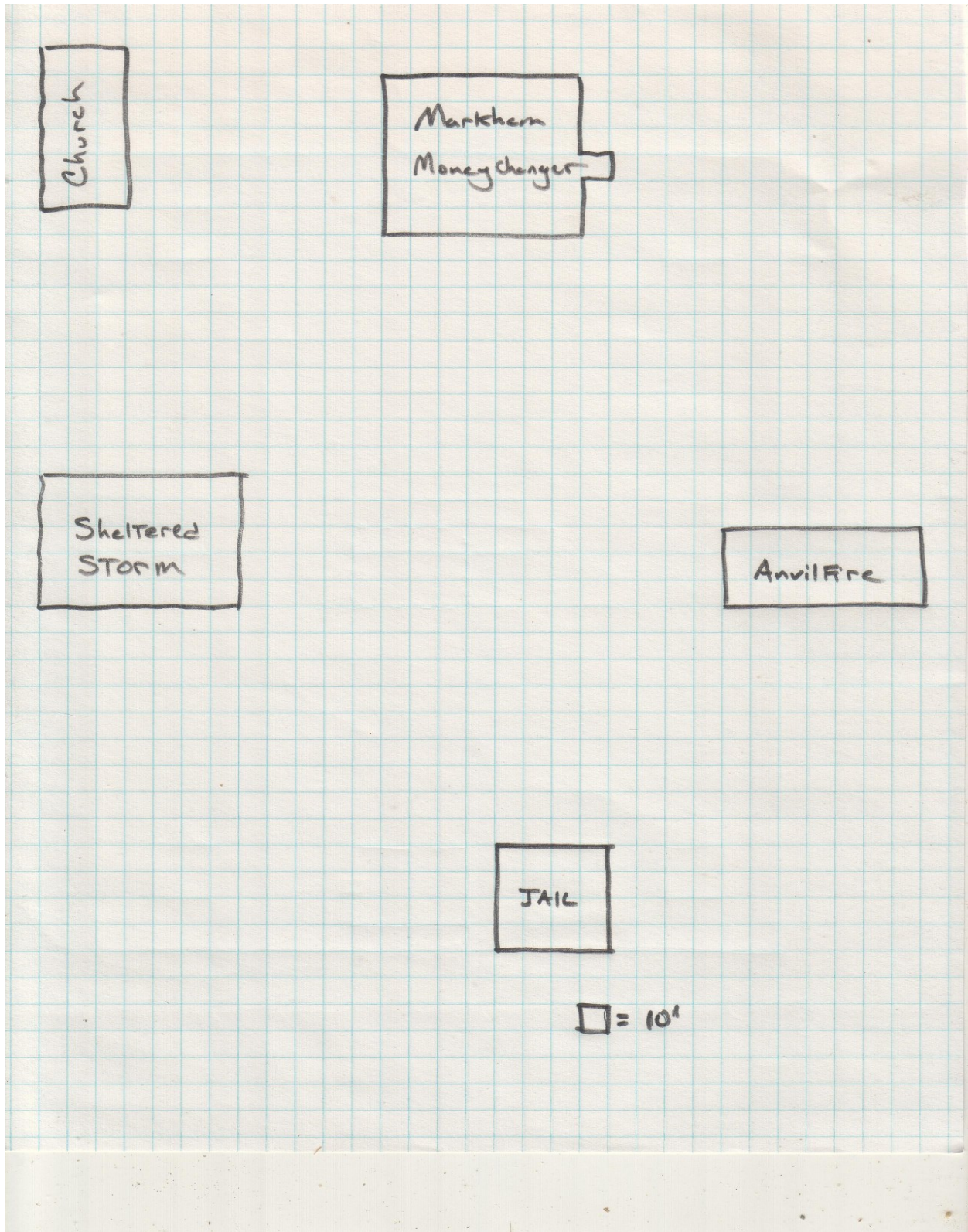
Brenida, Female half-elf fighter 5: medium humanoid; CR 5; HD 5d10+15; hp 47; Init +6; Spd 20 ft.; AC 21, touch 11, flat-footed 20; SV Fort +8, Ref +4, Will +3; Str 16, Dex 15, Con 16, Int +10, Wis 12, Cha 8.

Possessions: Full Plate, heavy steel shield, masterwork longsword.

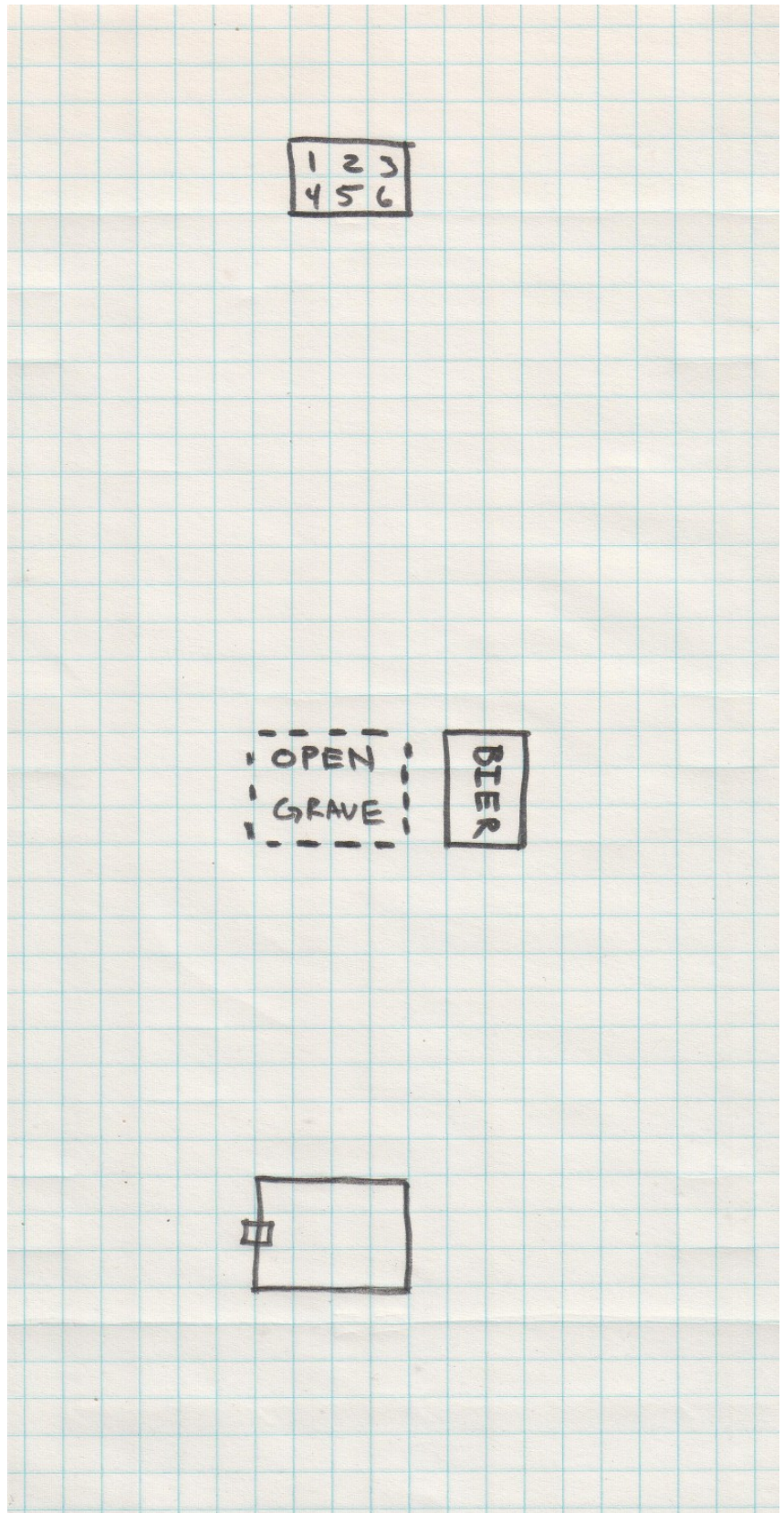
Description: Frail and blonde, this woman remains speechless as her eyes wander lazily.

DM AID: MAP #1 - ULTHOLME PROPER

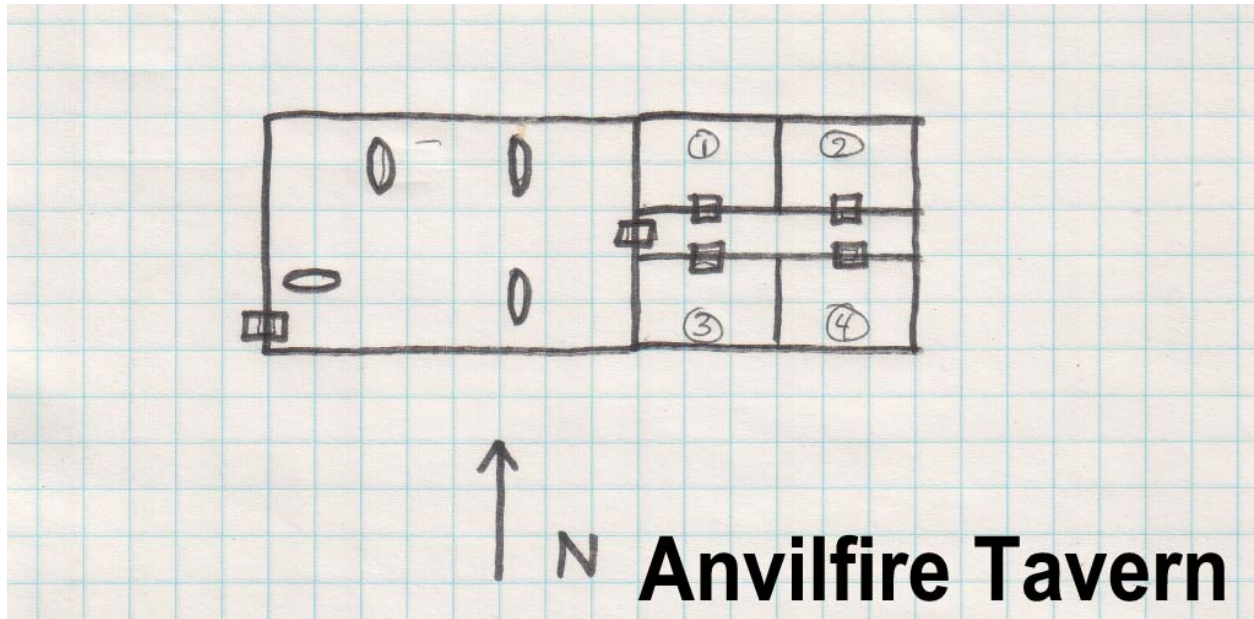
This map details the center of aboveground Ultholme. The town stretches out far beyond these borders.



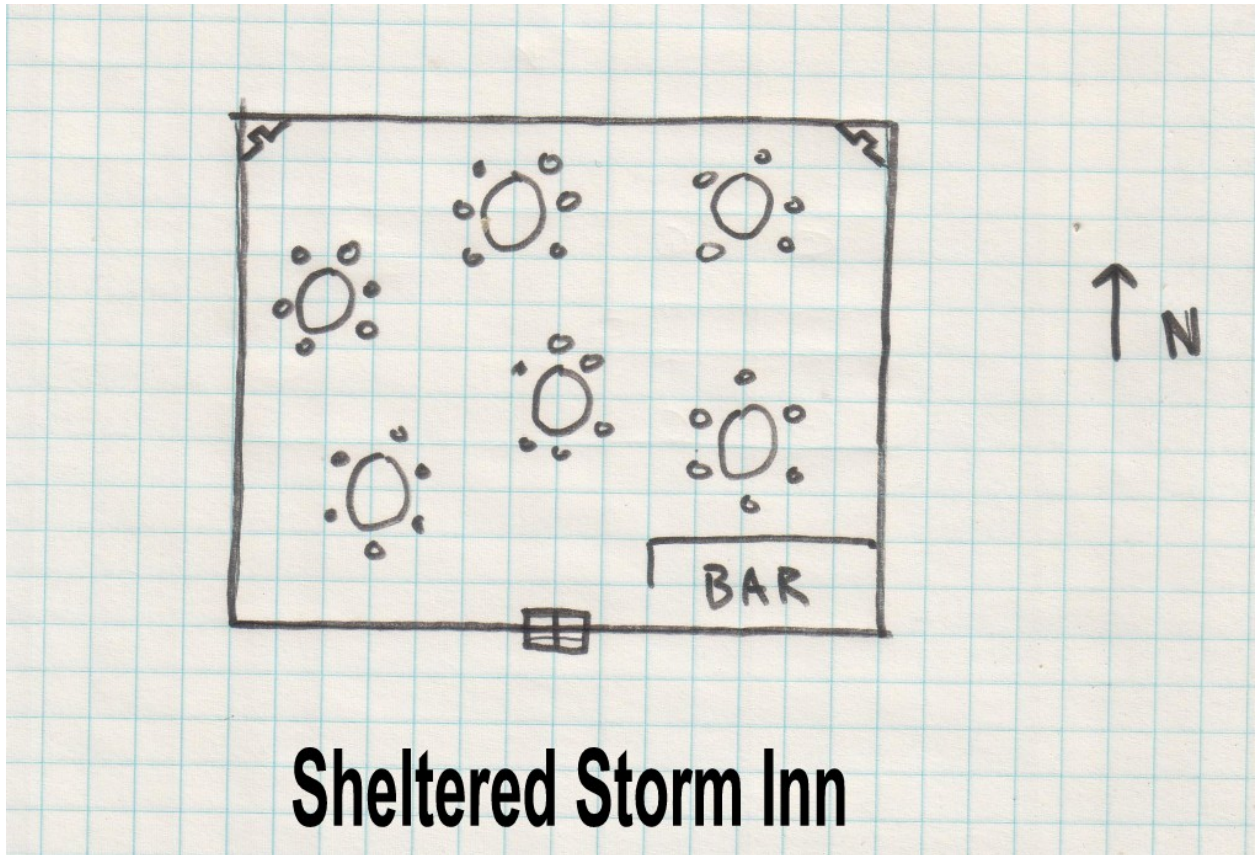
DM AID: MAP #2 – GRAVEYARD



DM AID: MAP #3 – ANVILFIRE

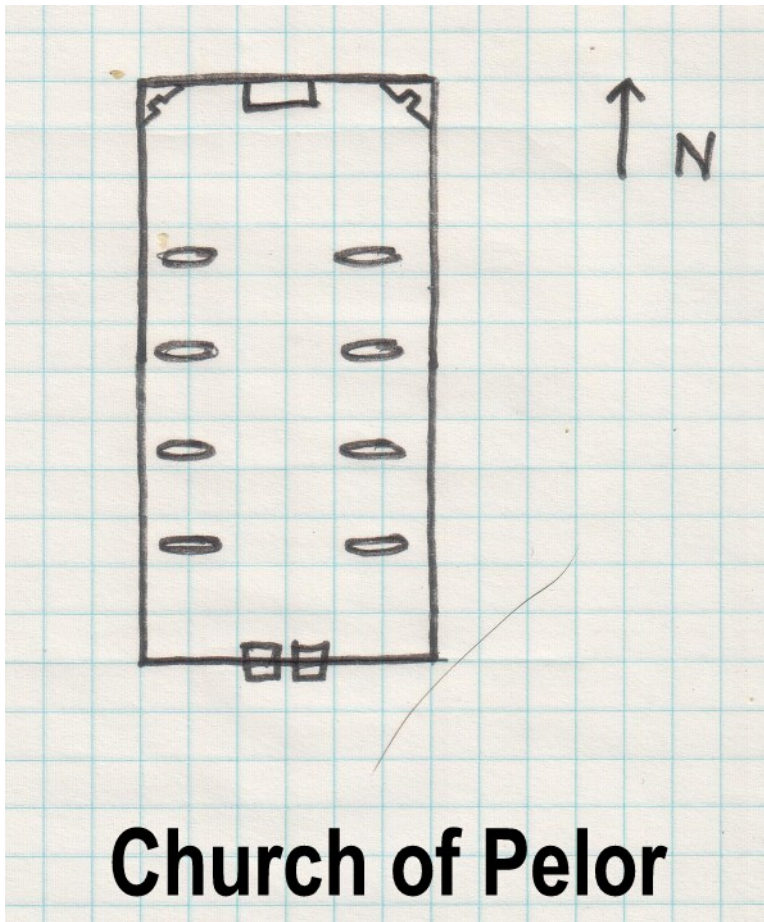


DM AID: MAP #4 -- SHELTERED STORM/RAINING BLOOD

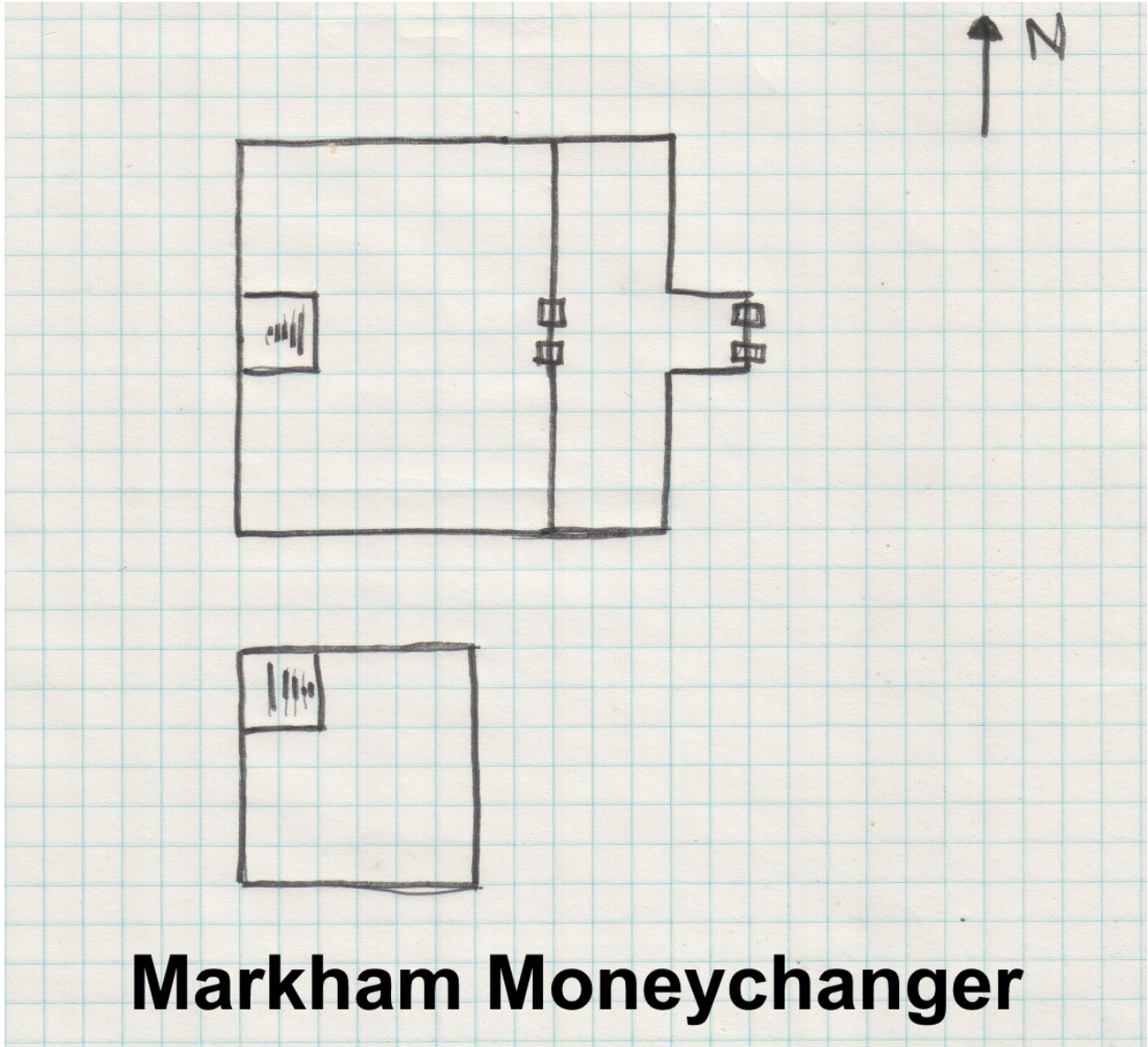


Sheltered Storm Inn

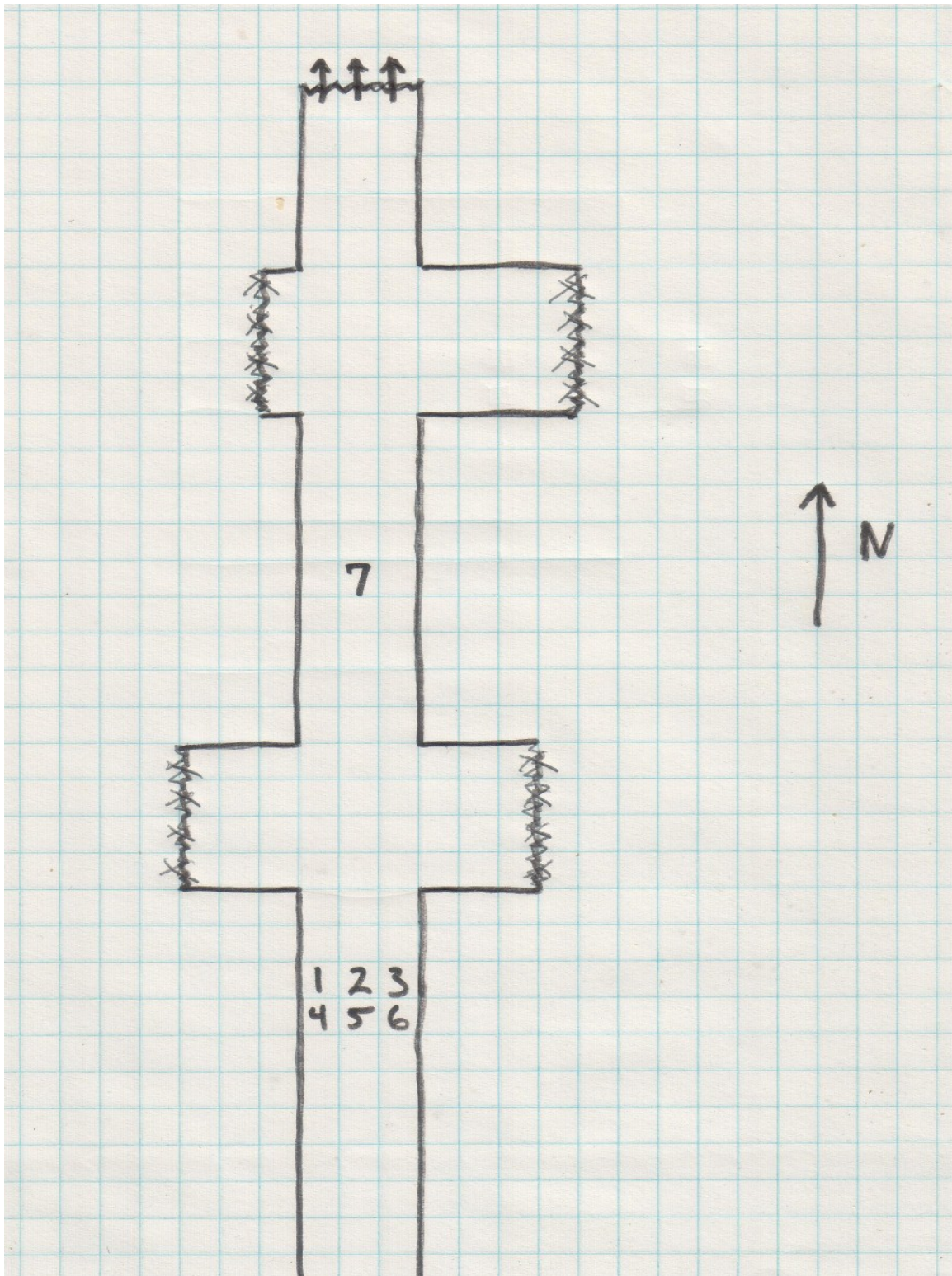
DM AID: MAP #5 -- CHURCH OF PELOR



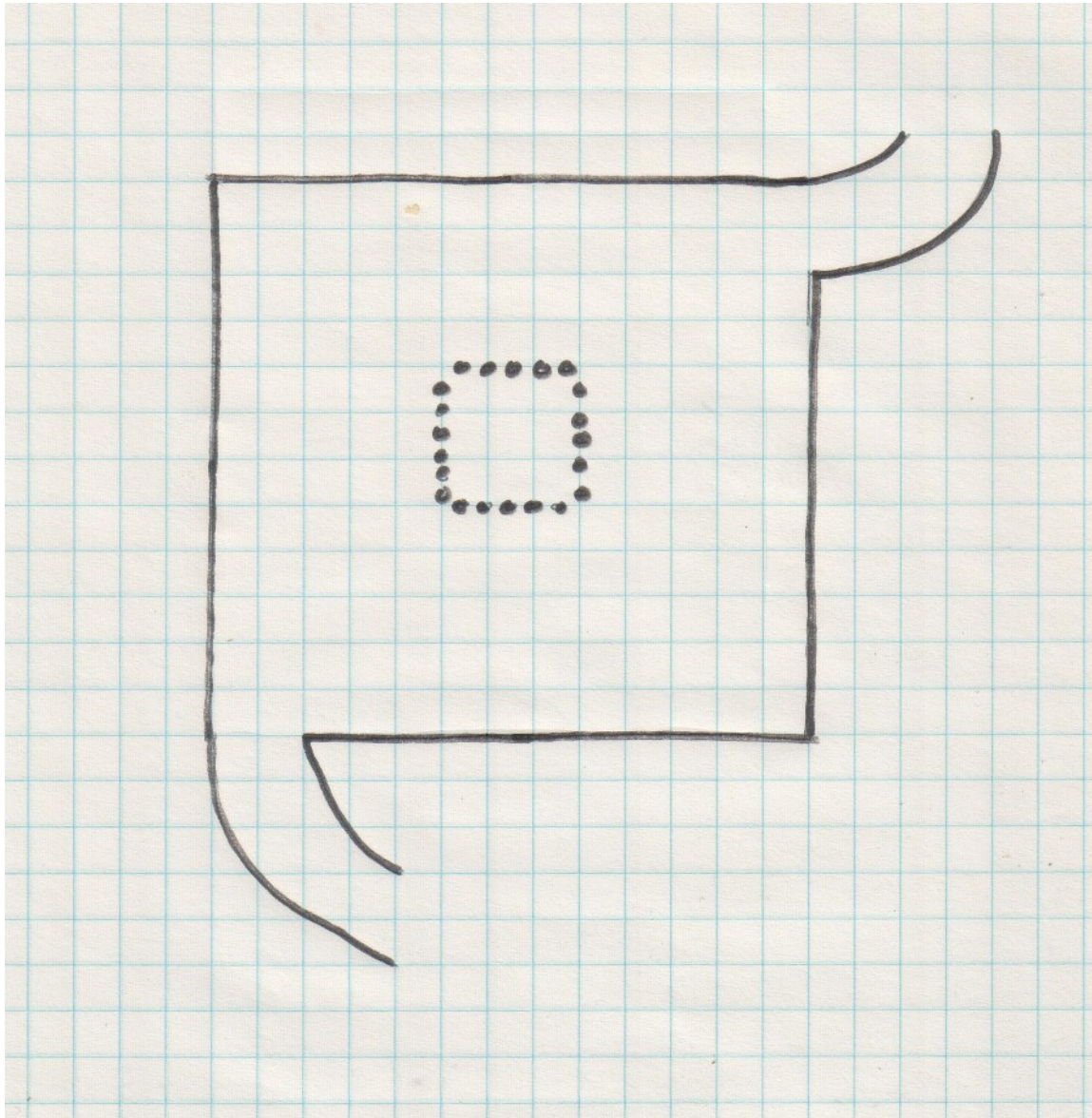
DM AID: MAP #6 -- MARKHAM MONEYCHANGER



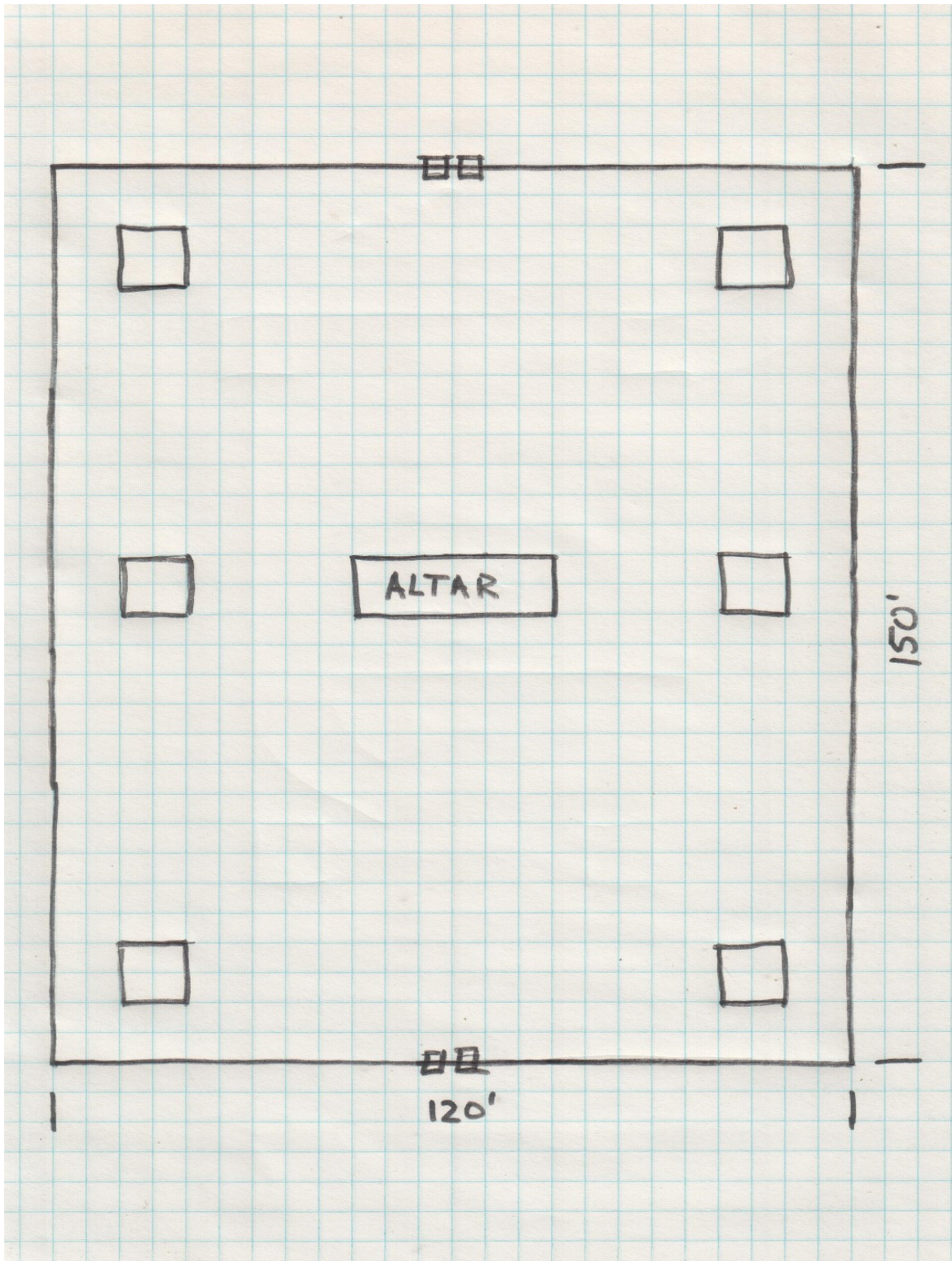
DM AID: MAP #7 – ENCOUNTER 4A: THE AVENUE



DM AID: MAP #8 – ENCOUNTER 4B: THE FOUNDRY



DM AID: MAP #9 – ENCOUNTER 5: TERMINUS



DM AID: NEW RULES

NEW TEMPLATES

Evolved Undead (*Libris Mortis page 99*)

An evolved undead is an undead whose body is flushed with more negative energy due to an exceptionally long lifetime. Any undead may gain this template, and in doing so, it retains all its previous abilities, but becomes more powerful than before.

“Evolved undead” is an acquired template that can be added to any undead with an Intelligence score (referred to hereafter as the base creature). An evolved undead uses all the base creature’s statistics and special abilities except as noted here. This template does not alter the creature’s type.

Note: Unlike most templates, an evolved undead can potentially acquire this template more than once, evolving more with each application

Armor Class: The base creature’s natural armor bonus improves by 1. If the creature is incorporeal, its deflection bonus to AC improves by 1.

Special Attacks: An evolved undead retains all the special attacks of the base creature and gains one spell-like ability from the following list. You can choose this ability from the list below, or roll randomly. The spell-like ability gained herein can be used once per day. If the undead already has the indicated ability, it gains another use; if it already has the ability as an at-will ability, choose another ability. The spell-like ability has a caster level equal to the evolved undead’s HD (if the caster level is too low to cast the spell in question, choose another). The save DCs are Charisma-based.

1	<i>Circle of death</i>
2	<i>Cloudkill</i>
3	<i>Cone of cold</i>
4	<i>Confusion</i>
5	<i>Contagion</i>
6	<i>Creeping doom</i>
7	<i>Greater dispel magic</i>
8	<i>Greater invisibility</i>
9	<i>Haste</i>
10	<i>Hold monster</i>
11	<i>See invisibility</i>
12	<i>Unholy blight</i>

Special Qualities: An evolved undead retains all the special qualities of the base creature and gains the one described below.

Fast Healing (Ex): An evolved undead gains heals 3 points of damage each round so long as it has at least 1 hit point.

Abilities: An evolved corporeal undead gains +2 Strength and +2 Charisma. An evolved incorporeal creature gains only +2 charisma

Organization: An evolved undead usually becomes a leader among those of its kind

Challenge Rating: Same as Base Creature +1

Level Adjustment: Same as Base creature +1

Necromental (*Libris Mortis* page 113)

A necromental is the undead remnant of an elemental creature. It retains only a fraction of the self-awareness that the elemental had in life, but it becomes twisted and evil.

“Necromental” is an acquired template that can be added to any elemental (referred to hereafter as the base creature) A necromental uses the base creature’s statistics, attacks and special abilities except as noted here.

Size and Type: The base creature’s type changes to undead, and it gains the augmented subtype. It retains any other subtypes as well, except for alignment subtypes (such as good). Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.

Hit Dice: Drop any Hit Dice from class levels (to a minimum of 1), and raise remaining Hit Dice to d12s.

Armor Class: The base creature’s natural armor bonus improves by 2.

Special Attacks: A necromental retains all the special attacks of the base creature and gains those described below.

Create Spawn (Su): An elemental slain by a necromental’s energy drain attack rises as a necromental 1d4 days after its death.

Energy Drain (Su): Living creatures hit by a necromental’s natural weapon attack gain one negative level. A necromental can use its energy drain ability once per round, regardless of the number of natural weapon attacks the necromental possesses. The save DC to remove the negative level 24 hours later is 10 +1/2 the necromental’s HD. When a necromental bestows a negative level on a victim, it gains 5 temporary hit points (10 on a critical hit) These temporary hit points last for up to one hour.

Special Qualities: A necromental retains all the special qualities of the base creature and gains those described below.

Fast Healing (Ex): A necromental heals 3 points of damage each round so long as it has at least 1 hit point and is within 5 feet of some form of its element.

Abilities: A necromental has no Constitution score. Its Intelligence changes to 1, its Wisdom changes to 10 and its Charisma changes to 1.

Feats: A necromental gains Great Fortitude as a bonus feat.

Environment: Any, usually the same as the base creature

Challenge Rating: Same as the base creature +1

Alignment: always neutral evil.

Advancement: Same as the base creature (or – if the base creature advances by character class).

Level Adjustment: –.

Spellstitched (*Monster Manual II* page 215)

“Spellstitched” is a template that can be added to any corporeal undead (referred to hereafter as the base creature). The template uses all the base creature’s statistics and special abilities except as noted here.

Special Attacks: A spellstitched creature with a Wisdom score of 10 or higher can be imbued with spell-like abilities. All spells selected must be from the schools of Conjuration, Evocation or Necromancy. These abilities are used as if the spells were cast by a sorcerer of the same level as the number of Hit Dice the spellstitched creature possesses.

Wisdom	Example	Spells Known	Times/Day
10	Skeleton, Zombie	2 1 st level	4
11-12	Bodak	Plus 2 2 nd level	4/4
13-14	Ghast, Ghoul, Wight	Plus 2 3 rd level	4/4/2
15-16	Devourer	Plus 2 4 th level	4/4/2/2
17-18	Lich	Plus 2 5 th level	4/4/2/2/2
19+	Nightshade	Plus 1 6 th level	4/4/2/2/2/1

Spells Known is the number of different spells the creature has access to as spell-like abilities. A creature with a Wisdom score higher than 10 gains the spells from the row on the table corresponding to its Wisdom score, and the spells from all the rows above that row.

Times/Day is the number of times per day that the creature can use spell-like abilities of a given level. The creator of the creature must decide how to allocate the spells known. Once this determination has been made for a particular ability, it cannot be changed.

Special Qualities: A spellstitched creature retains all the special qualities of the base creature and gains the following special qualities.

Spell Resistance: A spellstitched creature has spell resistance equal to 15 + base creature's charisma bonus.

Turn Resistance (Ex): A spellstitched creature has +2 turn resistance. This value is added to the base creature

NEW MONSTERS

Cinderspawn (Libris Mortis, page 91)

Large Undead (Fire)

Hit Dice: 10d12 (65hp)

Initiative: +5

Speed: 50ft

Armor Class: 17 (-1 size, +5 Dex, +3 natural), touch 14, flat-footed 12

Base Attack/Grapple: +5/+10

Attack: Touch +9 melee (2d6 cold plus 1d6 Cha drain)

Full Attack: touch +9 Melee (2d6 cold plus 1d6 Cha drain)

Space/Reach: 10ft/10ft

Special Attacks: Charisma Drain

Special Qualities: Darkvision 60 ft, elemental turning vulnerability, frostfire shield, immunity to fire, inescapable craving, undead traits, vulnerability to cold

Saves: Fort +3, Ref +8, Will +7

Abilities: Str 12, Dex 21, Con -, Int 11, Wis 11, Cha 17

Skills: Jump +26, Listen +13, Move Silently +18, Spot +13

Feats: Dodge, Mobility, Spring Attack, Weapon Finesse

Environment: Any

Organization: Solitary, pair, or gang (3-5)

Challenge Rating: 6

Treasure: None

Alignment: Always Chaotic Evil

Advancement: 11-20 HD (Large); 16-30 HD (Huge)

Level Adjustment: +4

Cinderspawn are the burnt-out undead remains of creatures of elemental fire. They hate living creatures for their warmth and seek to destroy all such beings. Like a fire elemental, a cinderspawn cannot enter water or any other nonflammable liquid. A body of water is an impassable barrier for a cinderspawn unless the creature can step or jump over it. A cinderspawn stands 12 feet tall and weighs 200 pounds. Cinderspawn speak Ignan.

A cinderspawn chooses targets carefully, using its Mobility and Sprint Attack feats to reach vulnerable opponents that might otherwise be protected by comrades.

Charisma Drain (Su): Living Creatures hit by a cinderspawn's touch attack must make a DC 24 Fortitude save or take 1d6 points of Charisma drain. (Creatures with the fire subtype take a -4 penalty on this save.) When a cinderspawn drains a victim's Charisma, it gains 5 temporary hit points, no matter how many points it drains. These temporary hit points last for up to 1 hour. The save DC is Charisma based.

Elemental Turning Vulnerability (Ex): A character who can turn undead and also turn fire creatures gains a +2 bonus on turning checks to turn a cinderspawn. A character who can rebuke undead and also rebuke fire creatures gets a +2 bonus on turning checks to rebuke a cinderspawn.

Frostfire Shield (Su): Any creature striking a cinderspawn with a natural or melee weapon (except for reach weapons) takes 1d6 points of cold damage as the cinderspawn drains its body heat.

Inescapable Craving: A cinderspawn has an inescapable craving for Charisma, which it satisfies by using its Charisma drain ability.

Marrusault (Sandstorm, page 171)

Large Monstrous Humanoid

Hit Dice: 6d8+18; hp 45

Speed: 20 ft (Full Plate) 30 ft base.

Armor Class 23, touch 10, flat-footed 22 (+5 natural, +8 armor, +1 Dex, -1 size)

Base Attack/Grapple: +6/+15

Attack: Great Falchion +11 melee (1d12+7/18-20) or Bite +10 melee (1d8+5)

Full Attack: Great Falchion +11/+6 melee (1d12+7/18-20) and bite +5 melee (1d8+2)

Space/Reach: 10ft./10ft.

Special Attacks: Howl of Defiance, pounce

Special Qualities: Ferocity, Marruspawn traits

Saves: Fort +7, Ref +6, Will +5

Abilities: Str 20, Dex 12, Con 16, Int 7, Wis 10, Cha 14

Skills: Listen +7, Search +1, Spot +3

Feats: Cleave, Exotic Weapon Proficiency (great falchion), Great Fortitude, Power Attack, Weapon Focus (great falchion)

Environment: Warm Deserts

Challenge Rating: 5

Treasure: Standard

Alignment: Usually Neutral

Advancement: By character class

Level Adjustment: +2

In ancient days, armies of marrusaults darkened the once-green plains, fighting for the will of the marru. Bred for fighting, each marrusault knows its worth in any conflict. Hardy survivors, marrusaults eked out existence where many of the weaker or more specialized spawncrafted creations of the marru perished with their masters. Still, a marrusault depends on the equipment and other resources it gains from swearing service to a marrutact. Sometimes a marrusault goes rogue – these creatures often find death in the waste, their bones posing a mystery to travelers who come upon them.

Individually, marrusaults are known for the ability to withstand wounds that would drop a lesser creature. Of course, such fortitude is another gift of spawncraft.

Like all marruspawn, a marrusault relies on its discriminating hearing to pinpoint hidden enemies. Once identified, a marrusault uses its howl as it pounces on its target, bringing its mighty blade to bear

Howl of Defiance (Su): Once per day, a marrusault can loose a terrifying howl as a free action. All creatures except other marrusaults within 30 feet must succeed on a DC15 Will save or become fatigued. Those within 10 feet who fail their save become exhausted. The save DC is Charisma-based

Pounce (Ex): If a marrusault charges, it can make a full attack, including its bite attack.

Ferocity (Ex): A marrusault is such a tenacious combatant that it continues to fight without penalty even while disabled or dying.

Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only its presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated,

whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire 5

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination

Marrutact (Sandstorm, page 171)

Medium Monstrous Humanoid

Hit Dice: 7d8+7; hp 38

Speed: 30 ft.

Armor Class 19, touch 11, flat-footed 18 (+4 natural, +4 *mage armor*, +1 Dex, -1 size)

Base Attack/Grapple: +7/+7

Attack: Masterwork Staff +8 melee (1d6)

Full Attack: Masterwork Staff +8/+3 melee (1d6)

Space/Reach: 5ft./5ft.

Special Attacks: Howl of Healing, spells

Special Qualities: Marruspawn traits, spell resistance 16

Saves: Fort +3, Ref +6, Will +9

Abilities: Str 11, Dex 13, Con 13, Int 18, Wis 18, Cha 16

Skills: Concentration +11, Hide +11, Knowledge (arcana) +14, Knowledge (geography) +14, Listen +8, Spellcraft +16, Survival +4(+6 to avoid getting lost or avoid hazards)

Feats: Combat Expertise, Dodge, Improved Initiative.

Environment: Warm Deserts

Challenge Rating: 5

Treasure: Standard

Alignment: Usually Neutral

Advancement: By character class

Level Adjustment: +3

Howl of Healing (Su): Once per day, a marrutact can loose a regenerative howl as a free action. All marruspawn pledged to the howling marrutact within 30 feet heal 3d8+5 points of damage. Those within 10 feet heal and extra 1d8+1 points of damage.

Spells: A marrutact casts spells as a 5th level wizard

Marruspawn Traits

Discriminating Hearing (Ex): A marruspawn can hear across great distances with ease, gaining a +4 racial bonus on Listen checks. A marruspawn's hearing is so sensitive that it can sense the presence of most creatures merely by the sound of their breathing, their heartbeat, or their movement if they are within 30 feet.

When a marruspawn detects a noise, the exact location of the source is not revealed – only it's presence somewhere within that range. A marruspawn can take a move action to note the direction of the sound. Whenever a marruspawn comes within 5 feet of the source, it can pinpoint the sound's location. Undead, constructs and other creatures that have no metabolism are not subject to being detected by discriminating hearing unless they move – in any round when they move, they are detected by the sound they make while moving through the air or shuffling along the ground. Only incorporeal creatures are completely undetectable, unless they wish to be detected.

Resistance to Desiccation (Ex): Centuries of life in the waste afford marruspawn the ability to cope with thirst and reduced fluid intake. A marruspawn thus gains resistance to desiccation damage 10. Whenever a marruspawn is subject to magical desiccation damage, that damage is reduced by 10 before being applied to the marruspawn's hit points

A marruspawn also takes no nonlethal or lethal damage from failing Constitution checks to avoid becoming dehydrated, although it still might become fatigued if it fails a check. If a marruspawn ever becomes dehydrated, whether due to natural causes or another effect (such as a spell), it needs to drink only a mouthful of water to lose that condition. A marruspawn also requires only half as much water in a day as is normally required for a creature of its size.

Resistance to Fire (Ex): Bred to withstand magic artillery, a marruspawn enjoys an inborn resistance to fire 5

Low-Light Vision (Ex): A marruspawn can see twice as far as humans in conditions of poor illumination.

Languages: Marru, Common.

Typical Spells Prepared (Caster level 5th) (X/X/X, save DC = 14 + spell level): 0 – Daze, Disrupt Undead, Mage Hand, Resistance; 1st – Mage Armor, Magic Missile x2, True Strike; 2nd – See Invisibility, Mirror Image Scorching Ray; 3rd – Fireball, Dispel Magic

Spellbook: 0 – Daze, Disrupt Undead, Mage Hand, Resistance; 1st – Mage Armor, Magic Missile x2, True Strike; 2nd – See Invisibility, Mirror Image Scorching Ray; 3rd – Fireball, Dispel Magic

NEW WEAPON

Great Falchion (Sandstorm, page 97)

Exotic Weapons	Cost	Dmg (S)	Dmg (M)	Critical	Range	Weight	Type
Great Falchion	100gp	1d8	1d12	18-20/x2	--	12	Slashing

This heavy executioner's sword has the same basic profile as a falchion, albeit with a much greater blade surface. Because it is an executioner's weapon, it is often crafted as a masterwork weapon, marked with a royal seal, and created with one or more gems in the hilt.

Adventurers-

Consider yourselves summoned into the regal presence of High Herald Thaddeus Pliq. Bring yourselves to the Lion's Tooth in at eight bells this evening, and do not be late. My displeasure is merely the third worst event that could befall you from ignoring this missive.

-In service to my lord,

High Herald Thaddeus Pliq

PLAYER HANDOUT #2

This missive is handed to you by a man in the street when you are separated from your companions. You can see that his mouth is stitched closed.

Acknowledged brother -

You either have been or shortly will be given an assignment by Herad Pliq. It is your duty to follow Master Pliq's assignment to the fullest. Although he is a buffoon, his master is not. He intends you to locate a lost city within the Barony of Dylwich, a city called Ultholme. The city is dark beyond measure, figuratively and literally. Should you prove able to locate the city, we may still have an agent present. You will know him through the usual manner.

You are assigned to recover any and all heretical materials. Should any of these materials be in danger of escaping Ultholme, you are tasked with their destruction.

-The first virtue is silence

W

PLAYER HANDOUT #3

By Baronial order, the bearer of this letter is remanded into the service of Lord High Baron Draconis Eternal, Malweig I. They are commanded into service for a period of no longer than three months, and no less than one week. He to whom this letter is delivered shall have a period of one day from receipt to order his affairs such that his untimely departure from this world shall not cause undue strain upon his next of kin. Furthermore, This letter of marque requires the bearer return to Lord High Baron Draconis Eternal, Malweig I with a full and detailed accounting of the time in service. Failure to do any of the above may result in being brought before the courts of the land.

The bearer of this letter is required to travel to the town of Ultholme and recover the jewel of Ultholme. Upon recovery, the jewel shall be brought to Lord High Baron Draconis Eternal, Malweig I for safekeeping. Lord High Baron Draconis Eternal, Malweig I bears no responsibility for property loss, death, insanity, fiscal crisis, loss of limb or other detrimental side effect that may occur as part of following these instructions. Should the bearer find success, a reward shall be given by the direct hand of Lord High Baron Draconis Eternal, Malweig I.

PLAYER HANDOUT #4

(This collection of pages is a mundane journal. The only thing contained within of interest is the last page.)

Fourth Wealsun-

Yesterday we arrived in Ultholme and have spent much of the intervening time meeting with local dignitaries. We are settled into a quite comfortable inn, at no expense to ourselves. The community of this town is quite lively once you are introduced to them properly. Perhaps a bit standoffish, but what can you expect from a collection of peoples who have been hunted for sport?

All in all, they seem to be a friendly people and I was surprised to find that the Duke of Dorlin has sent his daughter to be raised here. I am not one to question a noble mind, though I do wonder at what brought him to that decision. Perhaps it will serve a good purpose, to make the nobles of the Duchy understand these people whom Tavish has allowed to settle here.

Jereck has been given a mite to himself, as befitting a king's Herald. I have not spoken of him much during these travels mostly because he is rather mundane. I suppose being able to blend in everywhere makes a valuable asset to spying on the king's enemies. He has spent much time with the town's officials and today told us that the ceremony we will witness is tomorrow. It cannot come soon enough. Though these folk seem nice enough, I am still uneasy about them. I shall be glad to leave Ultholme behind the hooves of my horse, Longstrider.

PLAYER HANDOUT #6

By the orders of those who rule in Silence, I approach thee.

By the light and the darkness, I see thee.

By the smell and the taste, I recognize thee.

By sound of I tongue, I call thee.

By my blood, I bind myself to thee.

Maimed Lord, we ask to serve thee as most favored.

Whispered One, We offer thee this sacrifice.

Consummated in blood and silence, we are your sword.

PLAYER HANDOUT #7

(The following sheaf of paper is sealed with a wax sign that looks like a black obelisk)

It is time, for secrets to come to light. As an order, long have the Silent Ones watched over the Sheldomar. We watched as our Keoish kings spread their influence and expanded our borders. We watched as terrible events befell at Baltron's Beacon, and again at the Night of Long Lances. We watched as Castle Dorglast became a haven for unruly evil, and as it was cleansed. We watched as followers of a dark and heathen god slew a paladin for their summonings, and watched as their trickery was unmasked. We watched as a King was slain, and as a pretender aspired to a toppled throne.

Finally, we have watched our peers in power, the Knighthoods. We found one in particular who we felt needed a watchful eye, the philosophical founder of the knights of the Watch, Azmarender. Although the knighthood labored to keep his prophecies a secret, there are few things the Silent Ones cannot have access to. Using resources beyond the scope of any squabbling Knighthood, we delved into Azmarender's secrets, and we discovered a horrible truth.

The truth, my friends and crowned heads, is that Azmarender's prophecy, as the Knighthood knew it, was incomplete. Azmarender was allowed to receive the prophecy from an agent of weal, but in order to preserve the balance; an agent of woe obscured the second verse. It took many years before our Order was able to recover the entire prophecy, and at that point the decision was made: the Knighthood would remain unaware of the remainder of the prophecy, that we may better watch them and if necessary, control their movements. An order as powerful as they needed outside control, lest they run rampant in their own glory.

It appears, now, as though we erred. We were unable to control all the pieces at critical moments, and we were unable to prevent the murder of our most sovereign lord. It appears as though the same agent of woe who had originally obscured the prophecy had agents within our ranks, ensuring we could not act swiftly in crisis.

Though you may deem it too late, we do not believe it is so. The best way to combat this agent of woe is directly; its agents wither away

under direct scrutiny. To this effect, I share now with you the second stanza of what is commonly referred to as "The Prophecy of Azmarender".

We stand ready to aid when you call

The Wyrđ

Master of the Silent Tower

When the king becomes common,

Ruled by the desires of his lesser,

An ancient foe returns to master the land.

And end to all beginnings, and a beginning to the end,

A bright-scaled horror unearths all secrets.

The reborn lion rules with iron,

forged into a great and terrible sword.

A great disappearance heralds the final act

The curtain falls on king and country,

The end of days sees the walls raised

Failure of the will leads always to slavery.